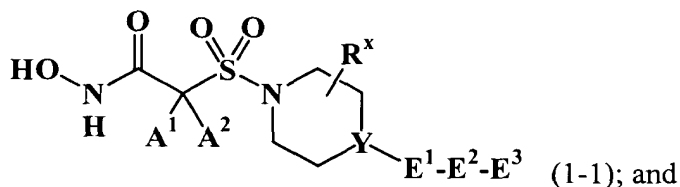


We claim:

1. A compound or a salt thereof, wherein:
the compound corresponds in structure to the following formula:



as to A¹ and A²:

A¹ and A², together with the carbon to which they are bonded, form heterocyclyl or carbocyclyl, wherein:

the heterocyclyl and carbocyclyl optionally are substituted with up to 3 independently selected R^x substituents, or

A¹ and A² are independently selected from the group consisting of hydrogen, alkyl, alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkenyl, carbocyclylalkynyl, carbocyclcyloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylalkylthio, carbocyclylthioalkyl, carbocyclylalkylthioalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkenyl, heterocyclylalkynyl, heterocyclcyloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylalkylthio, heterocyclylthioalkyl, and heterocyclylalkylthioalkyl, wherein:

any member of such group optionally is substituted with up to 3 independently selected R^x substituents; and

each R^x is independently selected from the group consisting of halogen, cyano, hydroxy, nitro, nitroso, oxo, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, alkoxyalkoxy, R^a-oxyalkyl, alkenyloxy, alkynyloxy, alkylthio, alkylsulfonyl, R^aR^a-amino, R^aR^a-aminoalkyl, R^aR^a-aminoalkoxy, R^aR^a-aminoalkyl(R^a)amino, R^aR^a-aminosulfonyl, carbocyclyl, carbocyclylalkyl, carbocyclcyloxy, carbocyclcyloxyalkoxy, carbocyclylthio, carbocyclylsulfonyl, heterocyclyl, heterocyclylalkyl, heterocyclcyloxy, heterocyclcyloxyalkoxy, heterocyclylthio, and heterocyclylsulfonyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

5 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

 the amino optionally is substituted with up to 2 independently selected alkyl; and

10 Y is selected from the group consisting of:

 nitrogen, and

 carbon bonded to hydrogen, and

 carbon bonded to R^x; and

 E¹ is heteroaryl optionally substituted with one or more substituents independently
15 selected from the group consisting of halogen, hydroxy, amino, mono-alkylamino, di-alkylamino, nitro, nitroso, alkyl, alkoxy, alkoxyalkyl, and alkylthio, wherein:

 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino; and

20 E² is selected from the group consisting of -O-, -C(O)-, -C(O)-O-, -O-C(O)-, -N(R^a)-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -C(O)-N(R^a)-N(R^a)-C(O)-, -S-, -S(O)-, -S(O)₂-, -N(R^a)-S(O)₂-, -S(O)₂-N(R^a)-, -O-S(O)₂-, -S(O)₂-O-, -C(NH)-, -C(NOH)-, and a bond; and

 E³ is selected from the group consisting of halogen, cyano, alkyl, alkenyl, alkynyl,
25 alkoxyalkyl, alkoxyalkoxyalkyl, alkylthioalkyl, alkylthioalkylthioalkyl, alkylthioalkoxyalkyl, alkoxyalkylthioalkyl, aminoalkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy,
30 cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, hydroxyimino, amino (optionally substituted with up to two substituents independently selected

from alkyl and carbocyclalkyl), alkyl, alkoxy, alkylthio, carbocyclyl, and carbocyclalkyl, wherein:

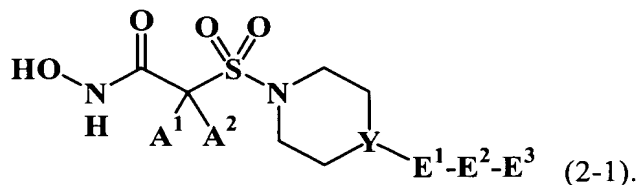
any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

each R^a is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl, carbocyclalkyl, carbocycloxyalkyl, carbocyclalkoxyalkyl, carbocyclthioalkyl, carbocyclthioalkenyl, carbocyclsulfoxidoalkyl, carbocyclsulfonyl, carbocyclsulfonylalkyl, heterocyclyl, heterocyclalkyl, heterocycloxyalkyl, heterocyclalkoxyalkyl, heterocyclthioalkyl, heterocyclsulfoxidoalkyl, heterocyclsulfonyl, heterocyclsulfonylalkyl, aminoalkyl, aminosulfonyl, aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein any member of such group optionally is substituted:

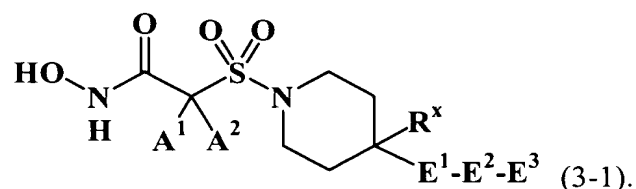
on any carbon atom(s) capable of such substitution with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino, and

on any amino nitrogen atom with up to 2 substituents independently selected from the group consisting of alkyl, alkylcarbonyl, carbocyclyl, and carbocyclalkyl.

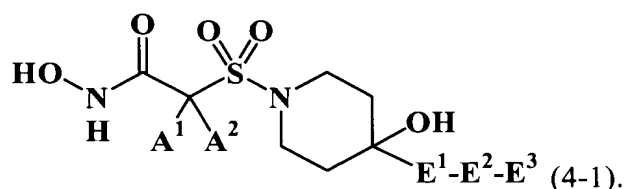
2. A compound or salt thereof according to claim 1, wherein the compound corresponds in structure to the following formula:



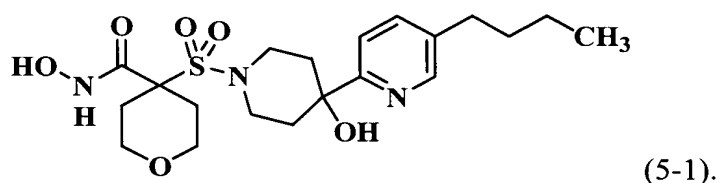
3. A compound or salt thereof according to claim 2, wherein the compound corresponds in structure to the following formula:



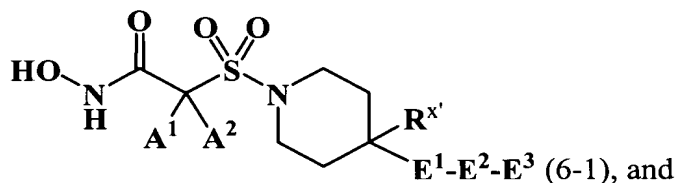
5 4. A compound or salt thereof according to claim 3, wherein the compound corresponds in structure to the following formula:



10 5. A compound or salt thereof according to claim 4, wherein the compound corresponds in structure to the following formula:

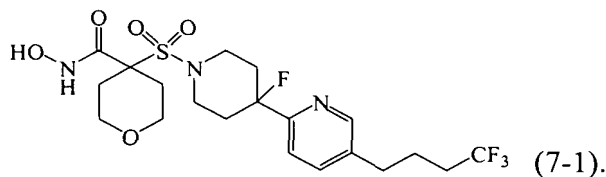


6. A compound or salt thereof according to claim 3, wherein:
the compound corresponds in structure to the following formula:



$R^{x'}$ is halogen.

7. A compound or salt thereof according to claim 6, wherein the compound corresponds in structure to the following formula:



8. A compound or salt thereof according to claim 2, wherein Y is nitrogen.

5 9. A compound or salt thereof according to claim 2, wherein Y is carbon bonded to hydrogen.

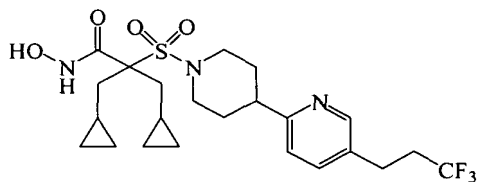
10. A compound or salt thereof according to claim 2, wherein E² is a bond.

10 11. A compound or salt thereof according to claim 2, wherein A¹ and A² are independently selected from the group consisting of hydrogen, alkyl, alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkenyl, carbocyclylalkynyl, carbocyclcyloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylalkylthio, carbocyclylthioalkyl, carbocyclylalkylthioalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkenyl, heterocyclylalkynyl, heterocyclcyloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylalkylthio, heterocyclylthioalkyl, and heterocyclylalkylthioalkyl, wherein:

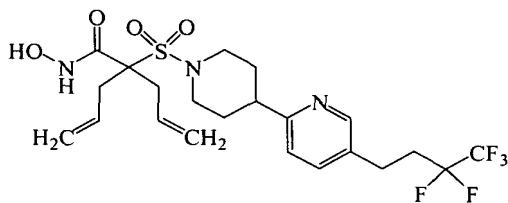
any member of such group optionally is substituted with up to 3

independently selected R^x substituents.

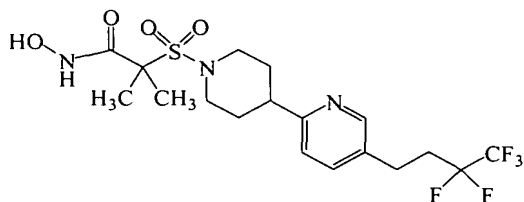
20 12. A compound or salt thereof according to claim 11, wherein the compound corresponds in structure to a formula selected from the group consisting of:



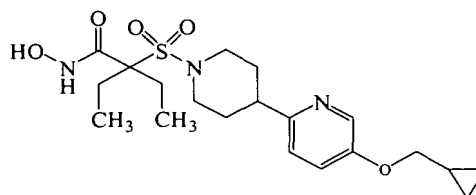
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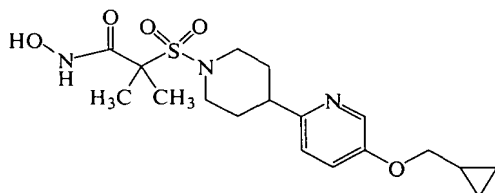
(12-2),



(12-3),

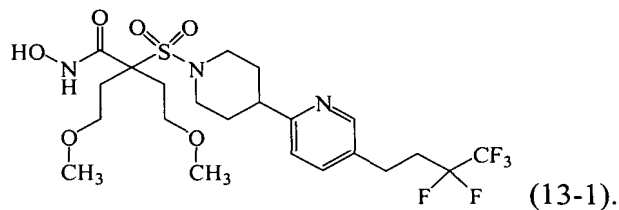


(12-4), and



(12-5).

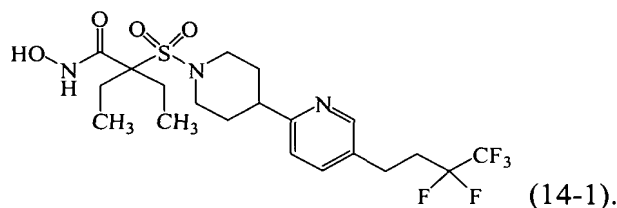
13. A compound or salt thereof according to claim 11, wherein the compound corresponds in structure to the following formula:



(13-1).

5

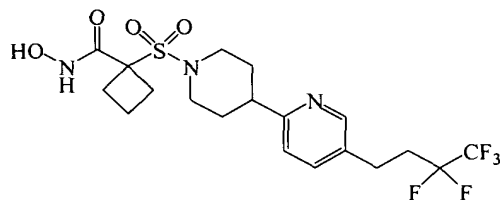
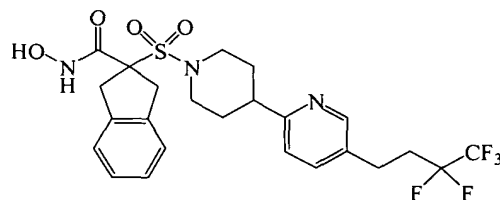
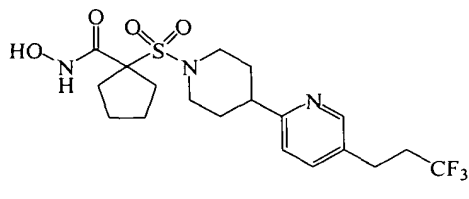
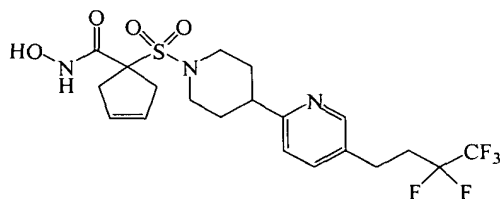
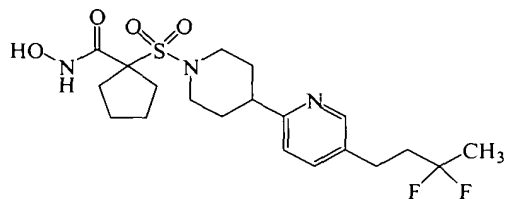
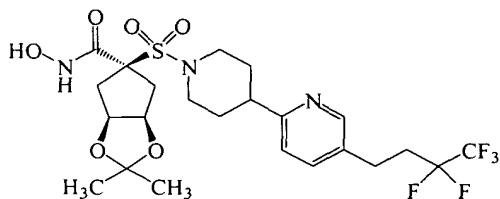
14. A compound or salt thereof according to claim 11, wherein the compound corresponds in structure to the following formula:



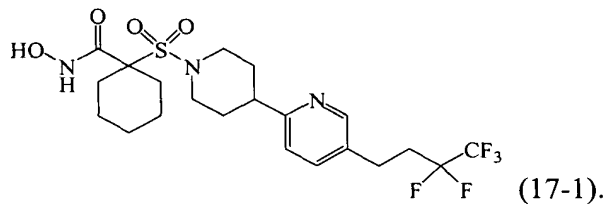
(14-1).

10 15. A compound or salt thereof according to claim 2, wherein A¹ and A², together with the carbon to which they are bonded, form heterocyclyl or carbocyclyl, wherein:
the heterocyclyl and carbocyclyl optionally are substituted with up to 3 independently selected R^x substituents.

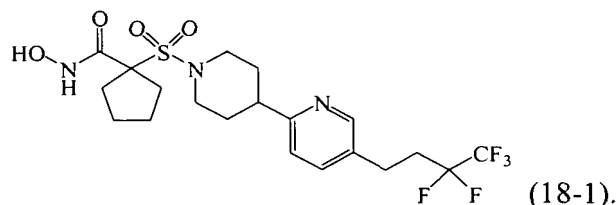
16. A compound or salt thereof according to claim 15, wherein the compound corresponds in structure to a formula selected from the group consisting of:



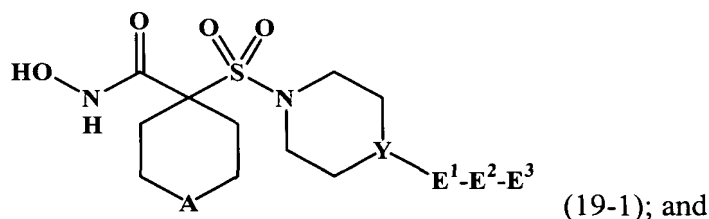
17. A compound or salt thereof according to claim 15, wherein the compound
5 corresponds in structure to the following formula:



18. A compound or salt thereof according to claim 15, wherein the compound corresponds in structure to the following formula:



5 19. A compound or salt thereof according to claim 15, wherein:
the compound corresponds in structure to the following formula:



A is selected from the group consisting of -O-, -N(H)-, -N(R^x)-, -S-, -S(O)-, and -S(O)₂-; and

10 R^x is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, R^a-oxyalkyl, alkylsulfonyl, R^aR^a-aminoalkyl, carbocyclyl, carbocyclylalkyl, carbocyclylsulfonyl, heterocyclyl, heterocyclylalkyl, and heterocyclylsulfonyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

15

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

20 the amino optionally is substituted with up to 2 independently selected alkyl.

20. A compound or salt thereof according to claim 19, wherein E¹ is selected from the group consisting of pyrazinyl, pyrimidinyl, pyridazinyl, furanyl, thienyl, pyrrolyl,

imidazolyl, pyrazolyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, thiodiazolyl, oxathiazolyl, oxadiazolyl, oxathiolyl, pyranyl, pyridinyl, triazinyl, tetrazolyl, oxazinyl, azepinyl, and diazepinyl, wherein:

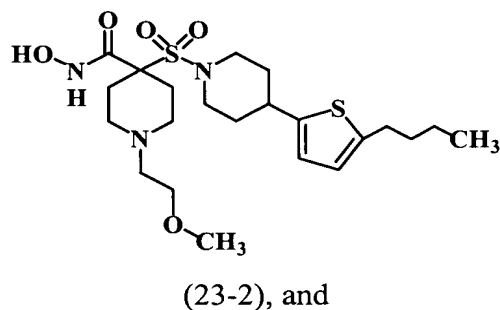
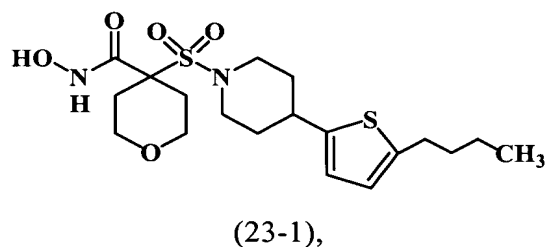
each such substituent is optionally substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, amino, mono-alkylamino, di-alkylamino, nitro, nitroso, alkyl, alkoxy, alkoxyalkyl, and alkylthio, wherein:

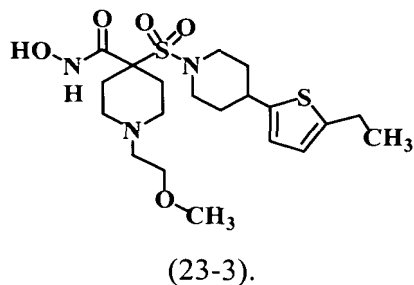
any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, thioxo, and imino.

21. A compound or salt thereof according to claim 20, wherein E¹ is selected from the group consisting of pyrazinyl, pyrimidinyl, pyridazinyl, furanyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, thiodiazolyl, oxathiazolyl, oxadiazolyl, oxathiolyl, pyranyl, pyridinyl, diazinyl, triazinyl, oxazinyl, azepinyl, and diazepinyl.

22. A compound or salt thereof according to claim 21, wherein E¹ is thienyl.

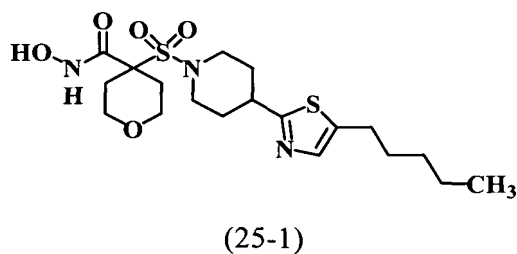
23. A compound or salt thereof according to claim 22, wherein the compound corresponds in structure to a formula selected from the group consisting of:



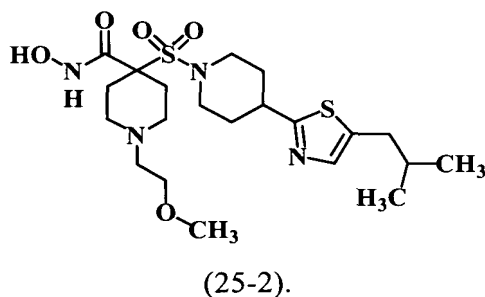


24. A compound or salt thereof according to claim 21, wherein E¹ is thiazolyl.

25. A compound or salt thereof according to claim 24, wherein the compound
5 corresponds in structure to a formula selected from the group consisting of:

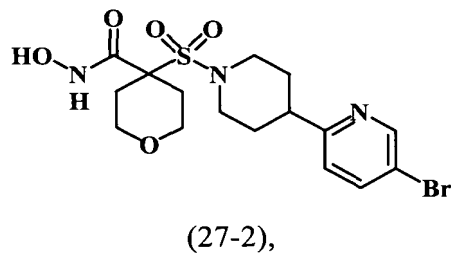
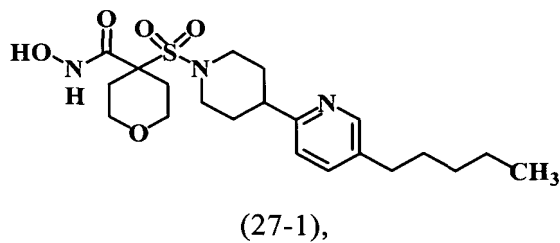


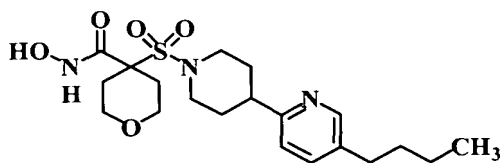
and



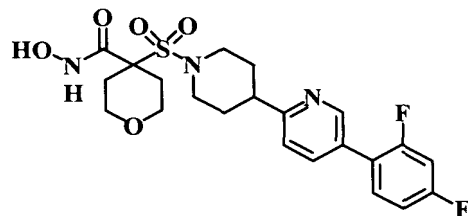
26. A compound or salt thereof according to claim 21, wherein E¹ is pyridinyl.

27. A compound or salt thereof according to claim 26, wherein the compound
10 corresponds in structure to a formula selected from the group consisting of:

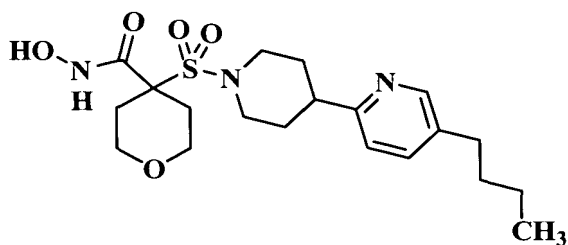




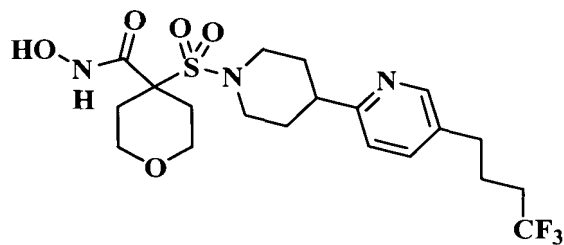
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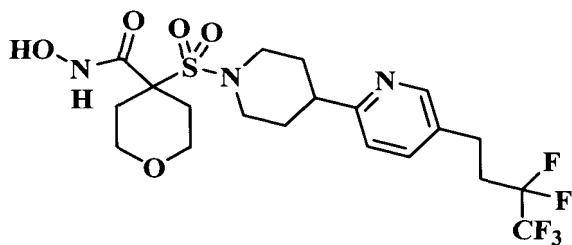
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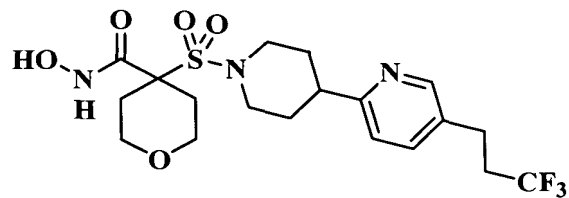
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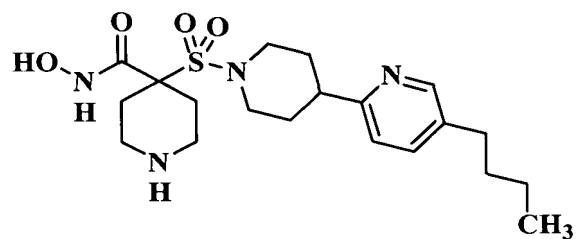
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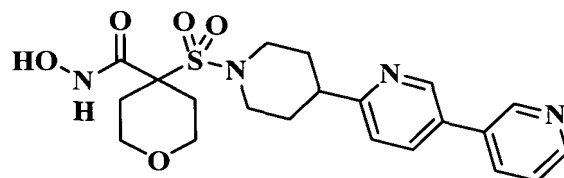
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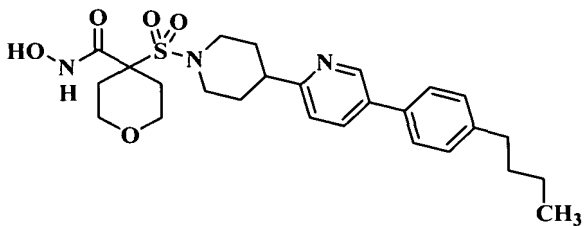
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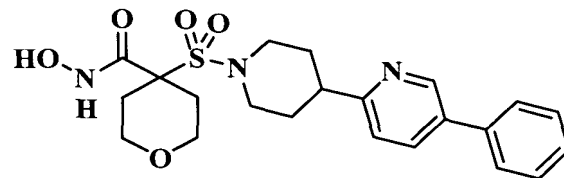
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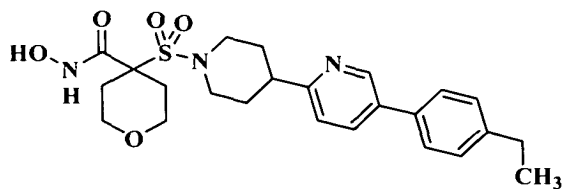
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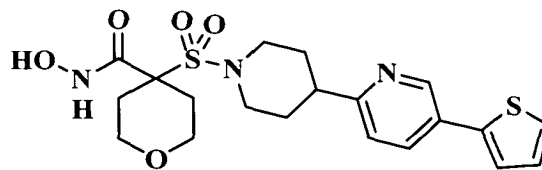
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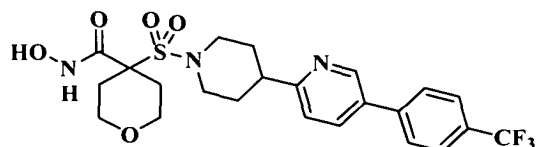
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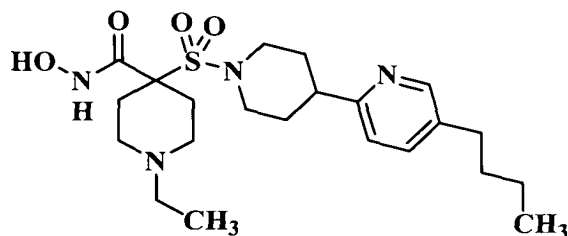
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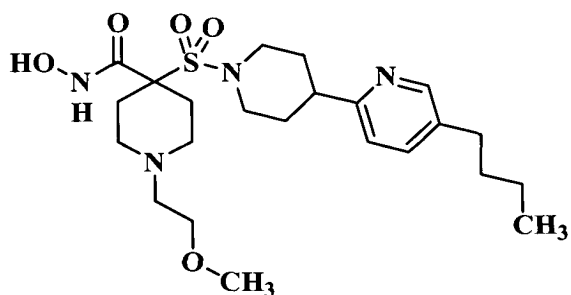
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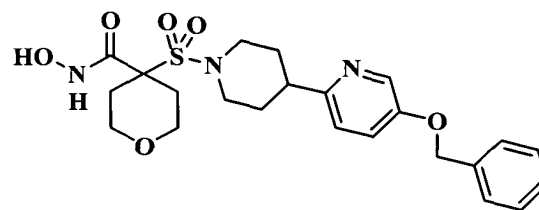
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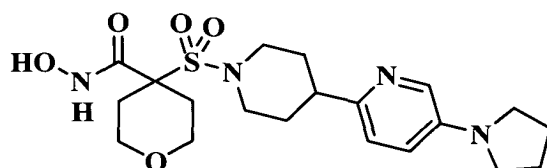
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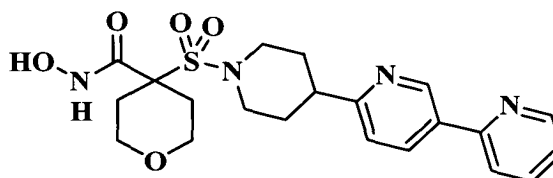
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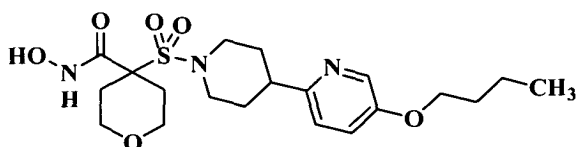
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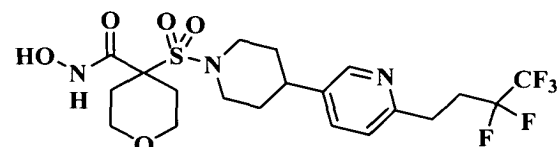
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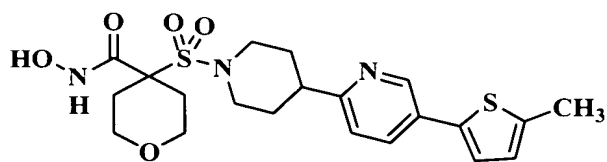
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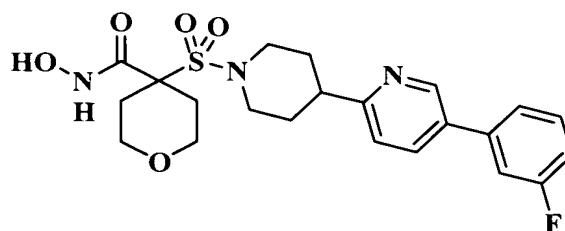
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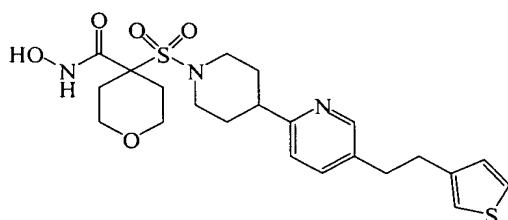


(27-23), and

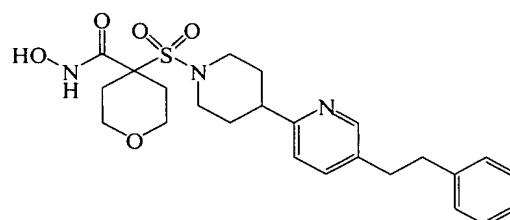


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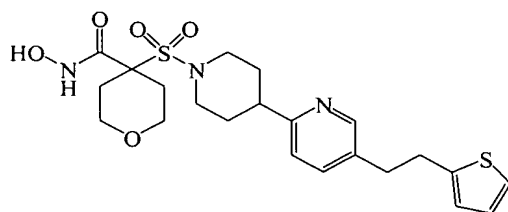
28. A compound or salt thereof according to claim 26, wherein the compound corresponds in structure to a formula selected from the group consisting of:



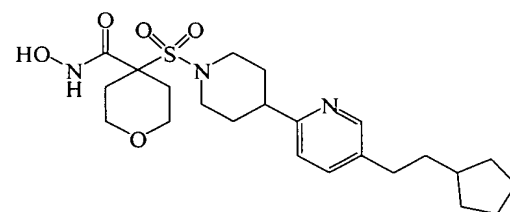
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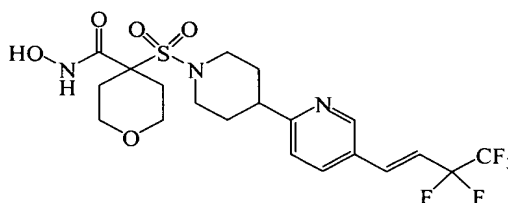
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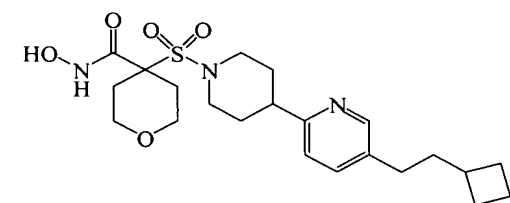
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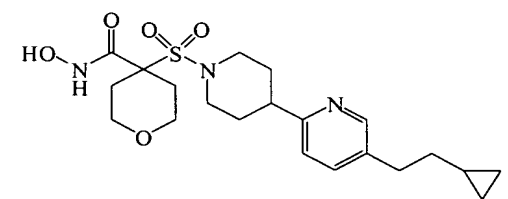
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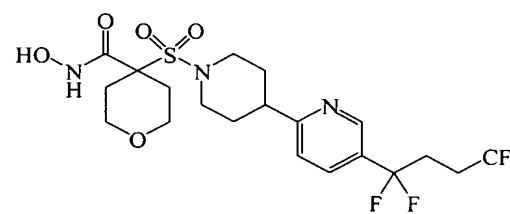
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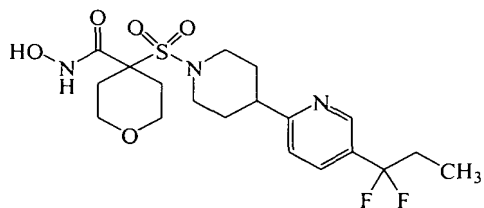
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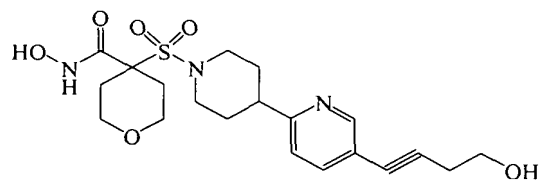
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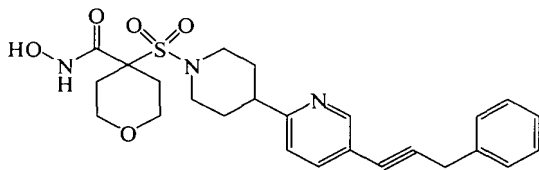
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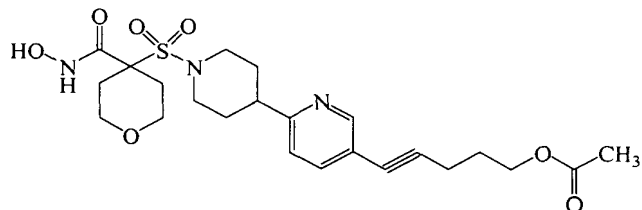
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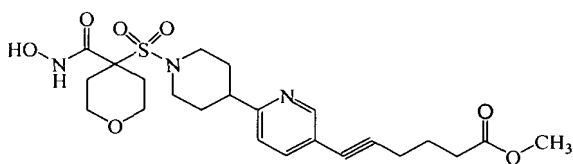
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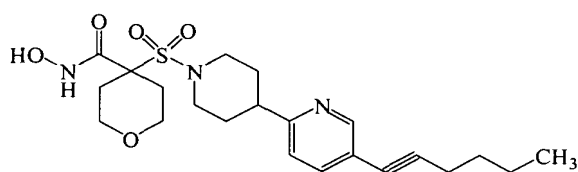
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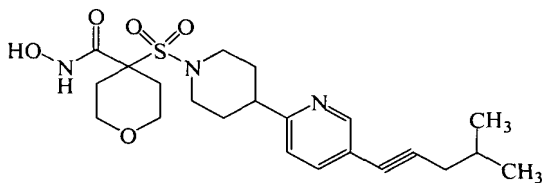
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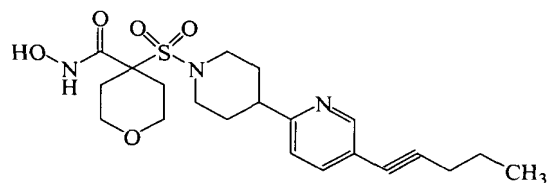
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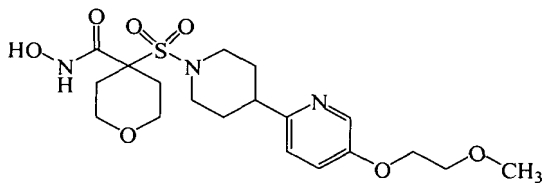
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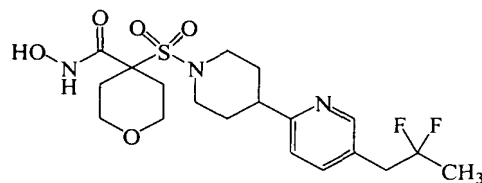
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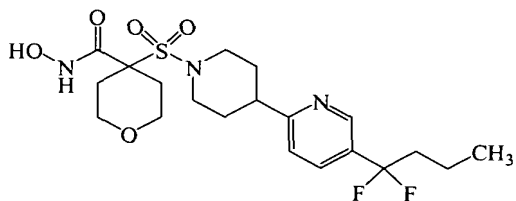
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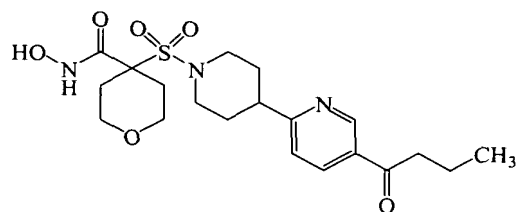
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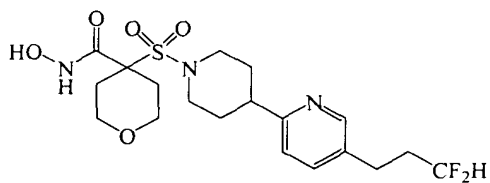
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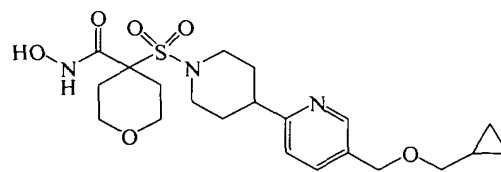
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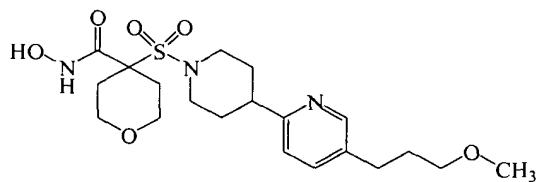
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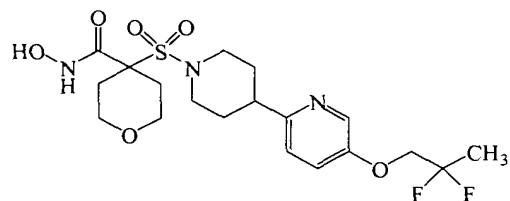
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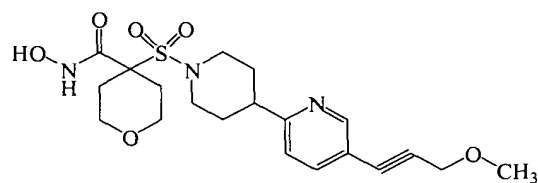
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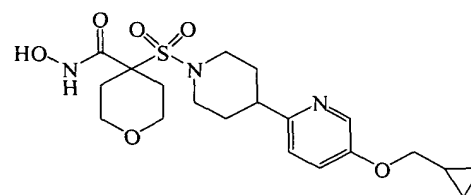
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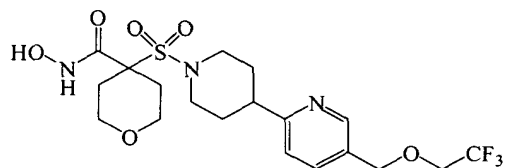
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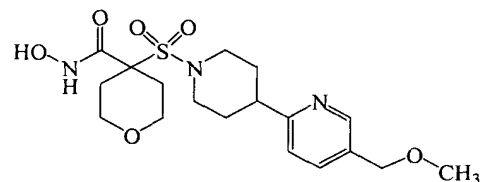
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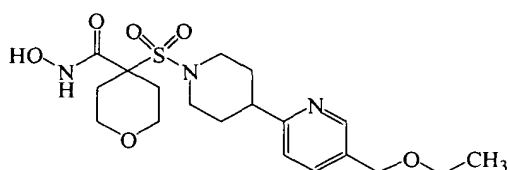
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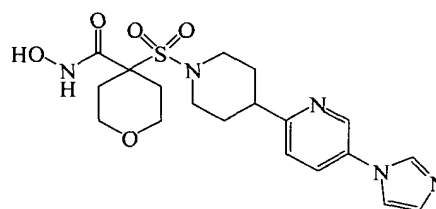
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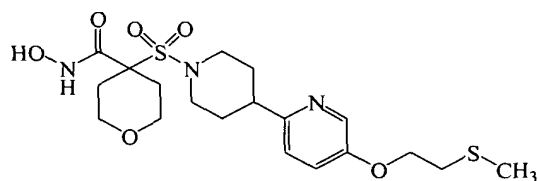
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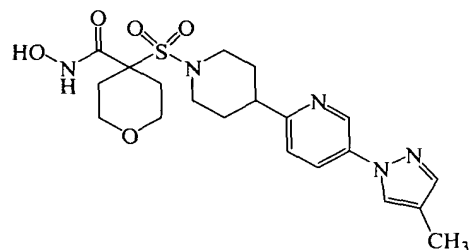
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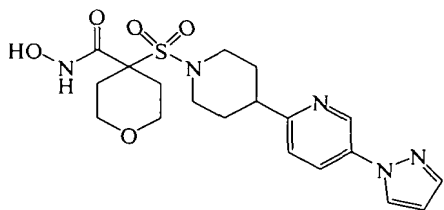
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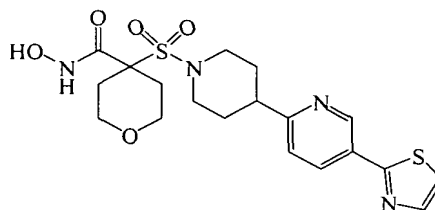
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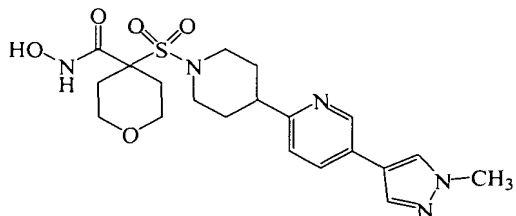
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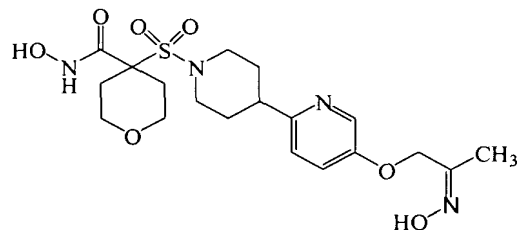
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(28-34),

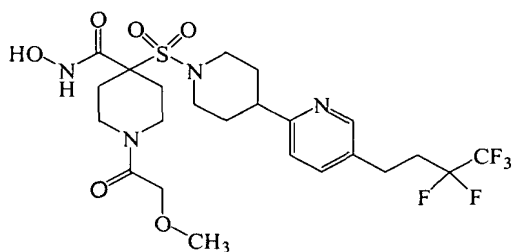


(28-35), and

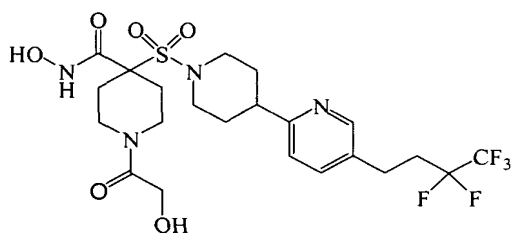


(28-36).

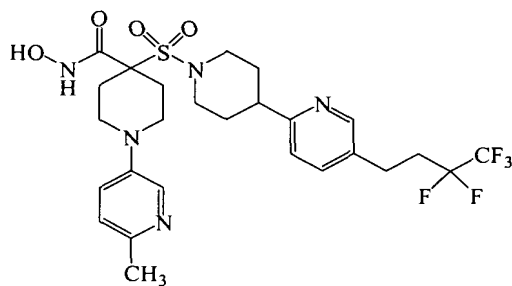
29. A compound or salt thereof according to claim 26, wherein the compound corresponds in structure to a formula selected from the group consisting of:



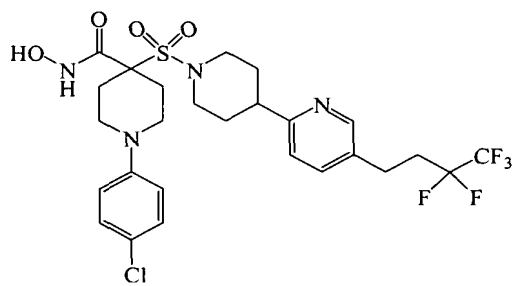
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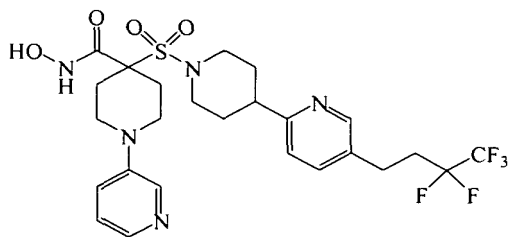
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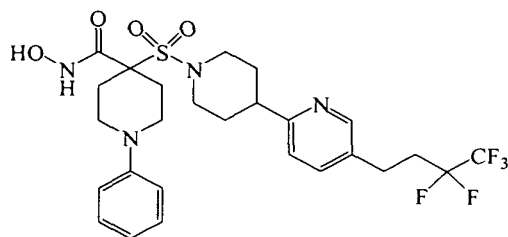
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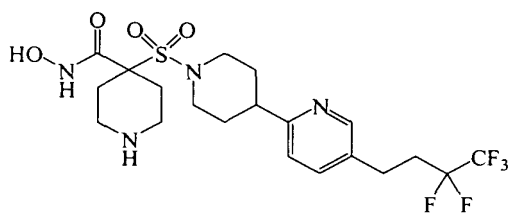
(29-4),



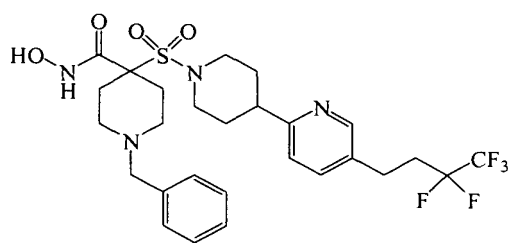
(29-5),



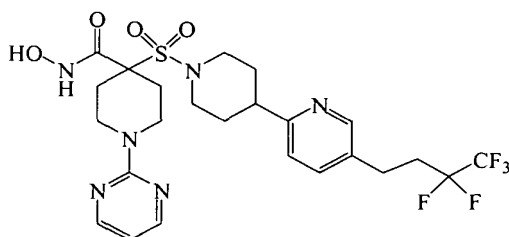
(29-6),



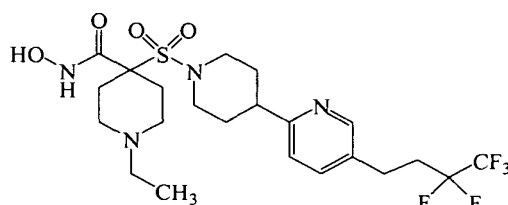
(29-7),



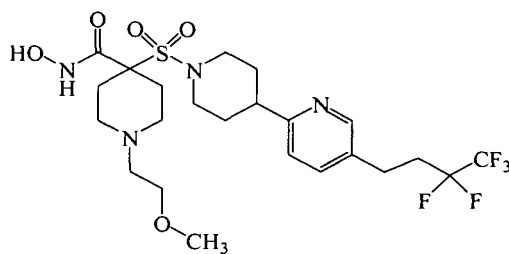
(29-8),



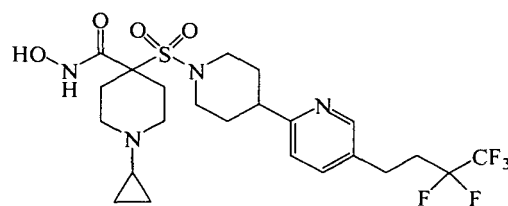
(29-9),



(29-10),

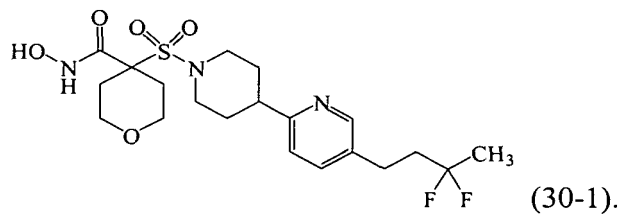


(29-11), and



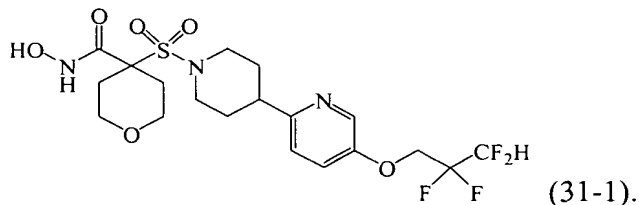
(29-12).

30. A compound or salt thereof according to claim 26, wherein the compound corresponds in structure to the following formula:



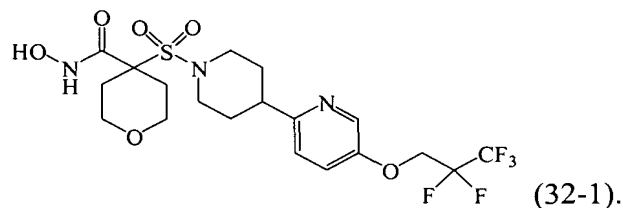
(30-1).

31. A compound or salt thereof according to claim 26, wherein the compound corresponds in structure to the following formula:



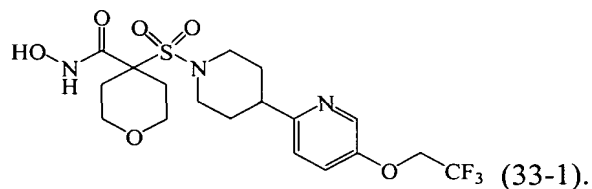
5

32. A compound or salt thereof according to claim 26, wherein the compound corresponds in structure to the following formula:



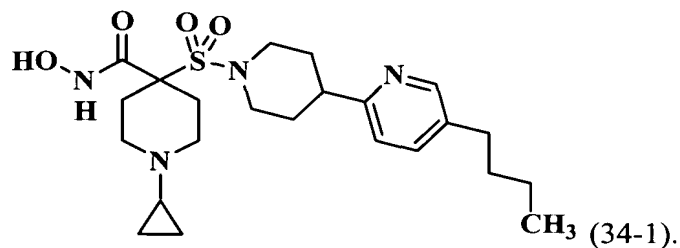
10

33. A compound or salt thereof according to claim 26, wherein the compound corresponds in structure to the following formula:

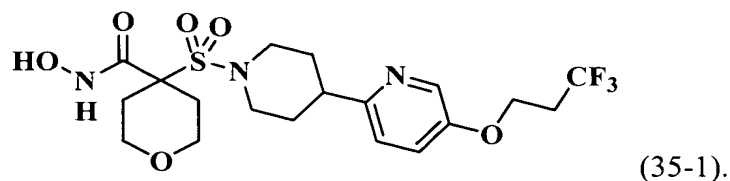


34. A compound or salt thereof according to claim 26, wherein the compound corresponds in structure to the following formula:

15

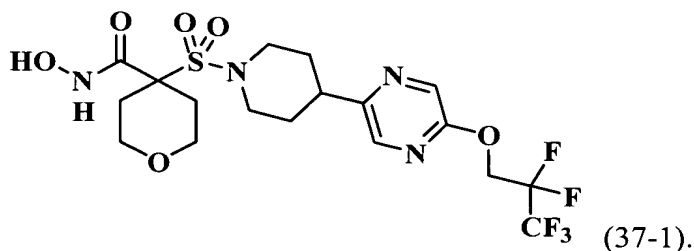


35. A compound or salt thereof according to claim 26, wherein the compound corresponds in structure to the following formula:



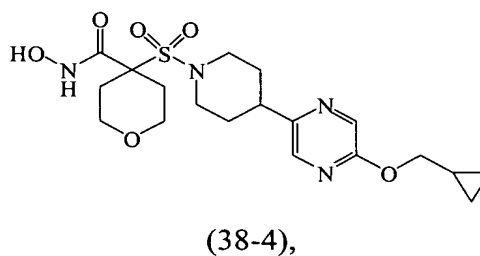
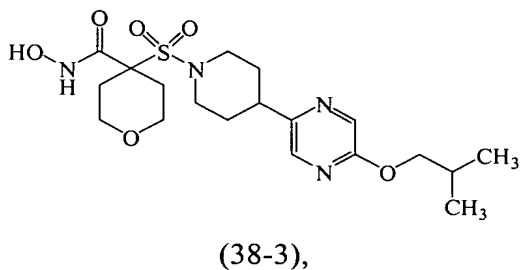
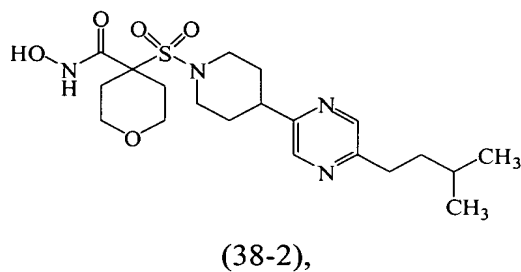
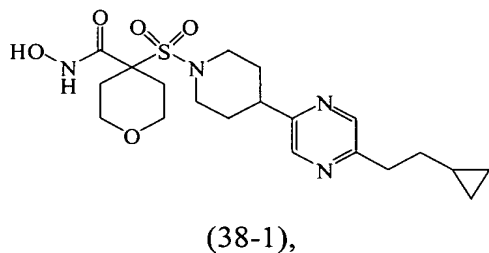
5 36. A compound or salt thereof according to claim 21, wherein E¹ is pyrazinyl.

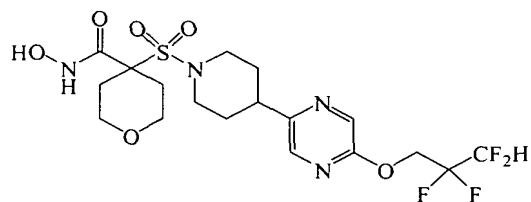
37. A compound or salt thereof according to claim 36, wherein the compound corresponds in structure to the following formula:



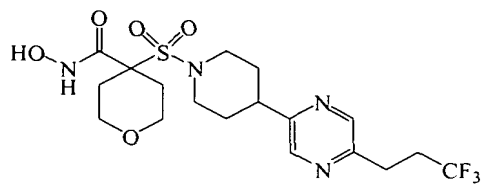
10

38. A compound or salt thereof according to claim 36, wherein the compound corresponds in structure to a formula selected from the group consisting of:

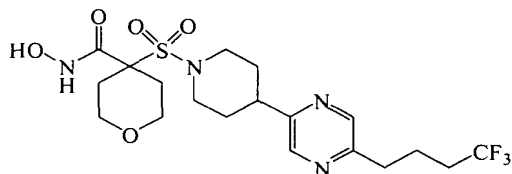




(38-5),

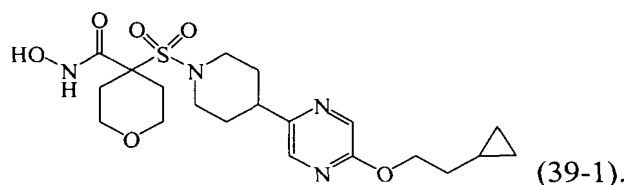


(38-6), and



(38-7).

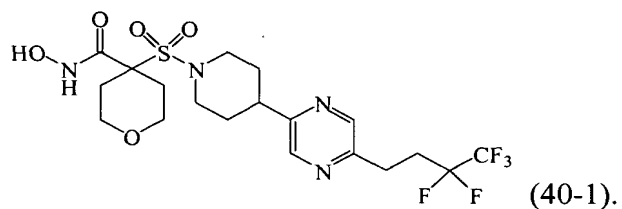
39. A compound or salt thereof according to claim 36, wherein the compound corresponds in structure to the following formula:



(39-1).

5

40. A compound or salt thereof according to claim 36, wherein the compound corresponds in structure to the following formula:

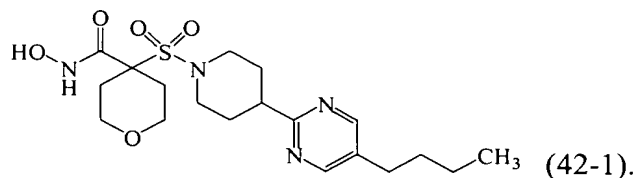


(40-1).

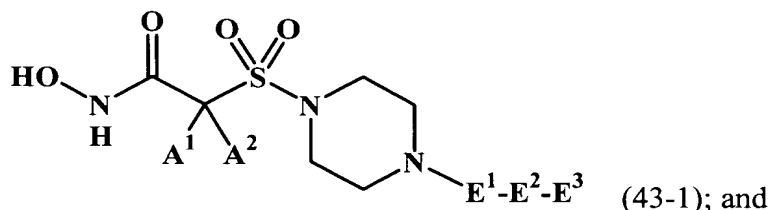
10

41. A compound or salt thereof according to claim 21, wherein E¹ is pyrimidinyl.

42. A compound or salt thereof according to claim 41, wherein the compound corresponds in structure to the following formula:



5 43. A compound or a salt thereof, wherein:
the compound corresponds in structure to the following formula:



as to A^1 and A^2 :

10 A^1 and A^2 , together with the carbon to which they are bonded, form
heterocyclyl or carbocyclyl, wherein:

the heterocyclyl and carbocyclyl optionally are substituted with up
to 3 independently selected R^x substituents, or

15 A^1 and A^2 are independently selected from the group consisting of
hydrogen, alkyl, alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocyclyl,
carbocyclylalkyl, carbocyclylalkenyl, carbocyclylalkynyl, carbocycloxyalkyl,
carbocyclylalkoxyalkyl, carbocyclylalkylthio, carbocyclylthioalkyl,
carbocyclylalkylthioalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkenyl,
heterocyclylalkynyl, heterocycloxyalkyl, heterocyclylalkoxyalkyl,
heterocyclylalkylthio, heterocyclylthioalkyl, and heterocyclylalkylthioalkyl,
20 wherein:

any member of such group optionally is substituted with up to 3
independently selected R^x substituents; and

each R^x is independently selected from the group consisting of halogen, cyano,
hydroxy, nitro, nitroso, oxo, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, alkoxyalkoxy,

R^a-oxyalkyl, alkenyloxy, alkynyloxy, alkylthio, alkylsulfonyl, R^aR^a-amino, R^aR^a-aminoalkyl, R^aR^a-aminoalkoxy, R^aR^a-aminoalkyl(R^a)amino, R^aR^a-aminosulfonyl, carbocyclyl, carbocyclylalkyl, carbocyclyloxy, carbocyclyloxyalkoxy, carbocyclylthio, carbocyclylsulfonyl, heterocyclyl, heterocyclylalkyl, heterocyclyloxy, heterocyclyloxyalkoxy, heterocyclylthio, and heterocyclylsulfonyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

the amino optionally is substituted with up to 2 independently selected alkyl; and

E¹ is heterocyclyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, oxo, amino, mono-alkylamino, di-alkylamino, nitro, nitroso, alkyl, alkoxy, alkoxyalkyl, and alkylthio, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino; and

E² is selected from the group consisting of -O-, -C(O)-, -C(O)-O-, -O-C(O)-, -N(R^a)-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -C(O)-N(R^a)-N(R^a)-C(O)-, -S-, -S(O)-, -S(O)₂-, -N(R^a)-S(O)₂-, -S(O)₂-N(R^a)-, -O-S(O)₂-, -S(O)₂-O-, -C(NH)-, -C(NOH)-, and a bond;

and

E³ is selected from the group consisting of hydrogen, halogen, cyano, alkyl, alkenyl, alkynyl, alkoxyalkyl, alkoxyalkoxyalkyl, alkylthioalkyl, alkylthioalkylthioalkyl, alkylthioalkoxyalkyl, alkoxyalkylthioalkyl, aminoalkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino (optionally substituted with up to two substituents independently selected from alkyl and carbocyclalkyl), alkyl, alkoxy, alkylthio, carbocycl, and carbocyclalkyl, wherein:

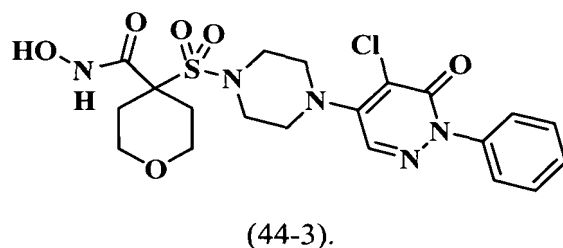
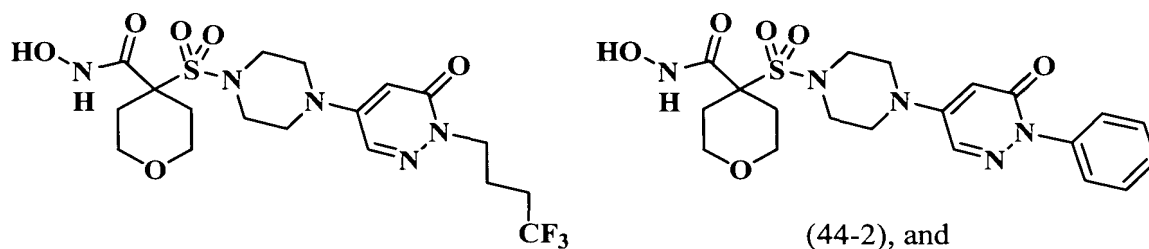
any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

each R^a is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocycl, carbocyclalkyl, carbocyclloxyalkyl, carbocycllalkoxyalkyl, carbocycllthioalkyl, carbocycllthioalkenyl, carbocycllsulfoxidoalkyl, carbocycllsulfonyl, carbocycllsulfonylalkyl, heterocycl, heterocyclalkyl, heterocyclloxyalkyl, heterocycllalkoxyalkyl, heterocycllthioalkyl, heterocycllsulfoxidoalkyl, heterocycllsulfonyl, heterocycllsulfonylalkyl, aminoalkyl, aminosulfonyl, aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein any member of such group optionally is substituted:

on any carbon atom(s) capable of such substitution with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino, and

on any amino nitrogen atom with up to 2 substituents independently selected from the group consisting of alkyl, alkylcarbonyl, carbocycl, and carbocyclalkyl.

44. A compound or salt thereof according to claim 43, wherein the compound corresponds in structure to a formula selected from the group consisting of:



45. A compound or salt thereof according to claim 43, wherein E¹ is heterocyclyl
5 optionally substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, amino, mono-alkylamino, di-alkylamino, nitro, nitroso, alkyl, alkoxy, alkoxyalkyl, and alkylthio, wherein:

any member of such group optionally is substituted with one or more
substituents independently selected from the group consisting of halogen, hydroxy,
10 cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino.

46. A compound or salt thereof according to claim 45, wherein E³ is selected
from the group consisting of hydrogen, halogen, cyano, C₁-C₉-alkyl,
C₁-C₉-alkoxy-C₁-C₉-alkyl, C₃-C₆-cycloalkyl, C₃-C₆-cycloalkyl-C₁-C₆-alkyl, phenyl,
15 C₁-C₆-alkylphenyl, C₁-C₆-alkoxyphenyl, phenyl-C₁-C₆-alkyl, heterocyclyl-C₁-C₆-alkyl,
C₁-C₆-alkylheterocyclyl, and C₁-C₆-alkoxyheterocyclyl, wherein:

any member of such group optionally is substituted with one or more
substituents independently selected from the group consisting of halogen and
cyano, and

any heterocyclyl of E³ has 5 to 10 ring members, and is optionally substituted with up to 2 oxo.

47. A compound or salt thereof according to claim 46, wherein -E²-E³ is selected
5 from the group consisting of hydrogen, halogen, C₁-C₉-alkyl, C₁-C₄-alkoxy, methoxymethoxy, butoxy, butylamino, phenyl, methylphenyl, methoxyphenyl, phenylmethoxy, and phthalimidylbutyl, wherein:

any member of such group optionally is substituted with one or more
fluoro.

10

48. A compound or salt thereof according to claim 45, wherein each R^x is
independently selected from the group consisting of aldehydo, C₁-C₆-alkyl, C₃-C₆-alkynyl,
C₁-C₆-alkylcarbonyl, C₁-C₆-alkoxycarbonyl, C₃-C₆-alkenyloxycarbonyl,
C₃-C₆-alkynyloxycarbonyl, amino, amino-C₁-C₆-alkyl, aminocarbonyl,
15 amino-C₁-C₆-alkylcarbonyl, amino(thiocarbonyl), aminosulfonyl, C₁-C₆-alkylaminocarbonyl, C₃-cycloalkyl, C₃-cycloalkyl-C₁-C₆-alkyl, C₃-cycloalkylcarbonyl, phenyl, phenyl-C₁-C₆-alkyl, phenylcarbonyl, phenylsulfonyl, C₁-C₆-alkoxyphenyl, heterocyclyl, heterocyclyl-C₁-C₆-alkyl, heterocyclylcarbonyl, heterocyclylsulfonyl, and C₁-C₆-alkoxyheterocyclyl, wherein:

20 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, C₁-C₆-alkyl, and C₁-C₆-alkoxy, wherein:

the alkyl and alkoxy are optionally substituted with one or more
independently selected halogen,

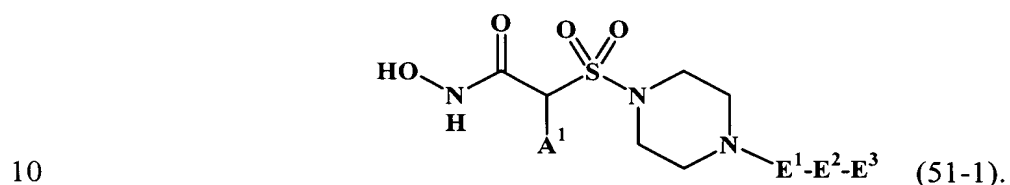
25 any amino of R^x optionally is substituted with up to 2 independently selected C₁-C₆-alkyl, and

any heterocyclyl of R^x has 5 to 10 ring members, and optionally is substituted with up to 2 oxo.

49. A compound or salt thereof according to claim 48, wherein R^x is selected from the group consisting of butyl, methoxyethyl, cyclopropyl, methylphenyl, phenylmethyl, pyridinyl, pyrimidinyl, and pyridinylmethyl.

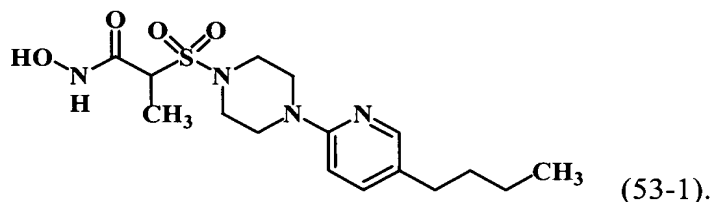
5 50. A compound or salt thereof according to claim 49, wherein R^x is selected from the group consisting of 2-methoxyethyl, pyridinyl, and pyrimidinyl.

51. A compound or salt thereof according to claim 45, wherein the compound corresponds in structure to the following formula:



52. A compound or salt thereof according to claim 51, wherein A¹ is alkyl.

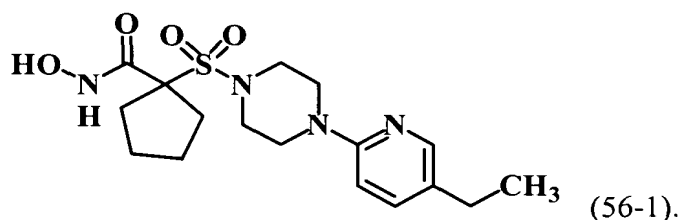
15 53. A compound or salt thereof according to claim 52, wherein the compound corresponds in structure to the following formula:



20 54. A compound or salt thereof according to claim 45, wherein A¹ and A², together with the carbon to which they are bonded, form cycloalkyl optionally substituted with up to 3 independently selected R^x substituents.

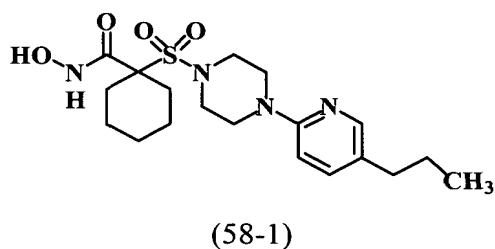
55. A compound or salt thereof according to claim 54, wherein A¹ and A², together with the carbon to which they are bonded, form cyclopentyl.

56. A compound or salt thereof according to claim 55, wherein the compound corresponds in structure to the following formula:

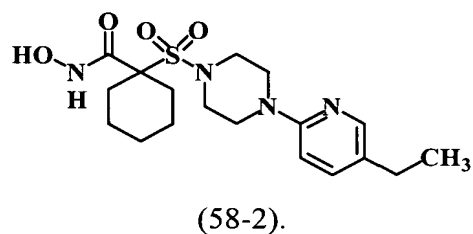


57. A compound or salt thereof according to claim 54, wherein A¹ and A², together with the carbon to which they are bonded, form cyclohexyl.

58. A compound or salt thereof according to claim 57, wherein the compound corresponds in structure to a formula selected from the group consisting of:

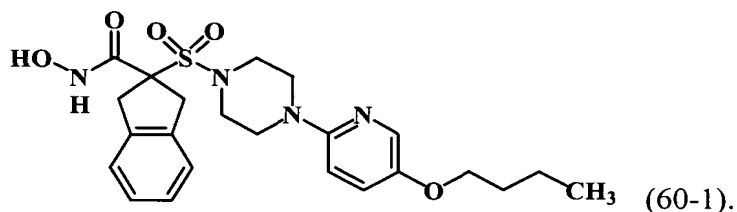


and

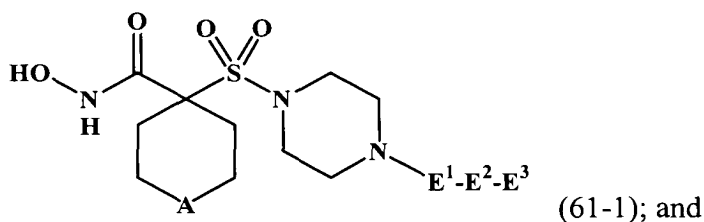


59. A compound or salt thereof according to claim 45, wherein A¹ and A², together with the carbon to which they are bonded, form cycloalkenyl optionally substituted with up to 3 independently selected R^x substituents.

60. A compound or salt thereof according to claim 59, wherein the compound corresponds in structure to the following formula:



61. A compound or salt thereof according to claim 45, wherein:
the compound corresponds in structure to the following formula:



A is selected from the group consisting of -O-, -N(H)-, -N(R^x)-, -S-, -S(O)-, and
5 -S(O)₂-; and

R^x is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxyalkyl,
R^a-oxyalkyl, alkylsulfonyl, R^aR^a-aminoalkyl, carbocyclyl, carbocyclylalkyl,
carbocyclylsulfonyl, heterocyclyl, heterocyclylalkyl, and heterocyclylsulfonyl, wherein:

any member of such group optionally is substituted with one or more
10 substituents independently selected from the group consisting of halogen, hydroxy,
cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl,
alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

any member of such group optionally is substituted with one or
more substituents independently selected from the group consisting of
15 halogen and hydroxy, and

the amino optionally is substituted with up to 2 independently
selected alkyl.

62. A compound or salt thereof according to claim 61, wherein E¹ is selected
20 from the group consisting of pyrazinyl, pyrimidinyl, pyridazinyl, furanyl,
tetrahydropyranyl, dihydrofuranyl, tetrahydrofuranyl, thienyl, dihydrothienyl,
tetrahydrothienyl, pyrrolyl, pyrrolinyl, pyrrolidinyl, imidazolyl, imidazolinyl,
imidazolidinyl, pyrazolyl, pyrazolinyl, pyrazolidinyl, triazolyl, tetrazolyl, oxazolyl,
isoxazolyl, oxazolidinyl, isoxazolidinyl, thiazolyl, isothiazolyl, thiazolinyl, isothiazolinyl,
25 thiazolidinyl, isothiazolidinyl, thiodiazolyl, oxathiazolyl, oxadiazolyl, oxatriazolyl,
oxathieryl, oxathiolanyl, pyranal, dihydropyranal, pyridinyl, piperidinyl, piperazinyl,
triazinyl, oxazinyl, morpholinyl, azepinyl, diazepinyl, indolizinyl, pyrindinyl,

pyranopyrrolyl, 4H-quinoliziny, purinyl, naphthyridinyl, pyridopyridinyl, pteridinyl, indolyl, isoindolyl, indoleninyl, isoindazolyl, benzazinyl, phthalazinyl, quinoxaliny, quinazoliny, benzodiazinyl, benzopyranyl, benzothiopyranyl, benzoxazolyl, indoxazinyl, anthranilyl, benzodioxolyl, benzodioxanyl, benzoxadiazolyl, benzofuranyl,
5 isobenzofuranyl, benzothienyl, isobenzothienyl, benzothiazolyl, benzothiadiazolyl, benzimidazolyl, benzotriazolyl, benzoxazinyl, benzisoxazinyl, tetrahydroisoquinoliny, carbazolyl, xanthenyl, and acridinyl, wherein:

any member of such group is optionally substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy,
10 oxo, amino, mono-alkylamino, di-alkylamino, nitro, nitroso, alkyl, alkoxy, alkoxyalkyl, and alkylthio, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, thioxo, and
15 imino.

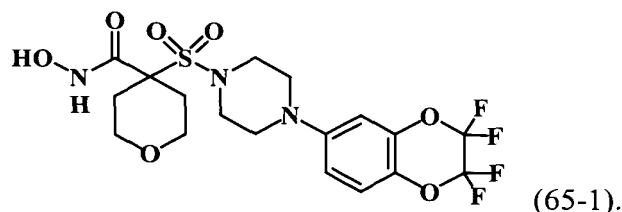
63. A compound or salt thereof according to claim 62, wherein E¹ is heterocycloalkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, oxo, amino, mono-alkylamino,
20 di-alkylamino, nitro, nitroso, alkyl, alkoxy, alkoxyalkyl, and alkylthio, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino.

64. A compound or salt thereof according to claim 62, wherein E¹ is heterocycloalkenyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, oxo, amino, mono-alkylamino,
25 di-alkylamino, nitro, nitroso, alkyl, alkoxy, alkoxyalkyl, and alkylthio, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy,
30 cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino.

65. A compound or salt thereof according to claim 64, wherein the compound corresponds in structure to the following formula:



5

66. A compound or salt thereof according to claim 62, wherein E¹ is heteroaryl optionally substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, amino, mono-alkylamino, di-alkylamino, nitro, nitroso, alkyl, alkoxy, alkoxyalkyl, and alkylthio, wherein:

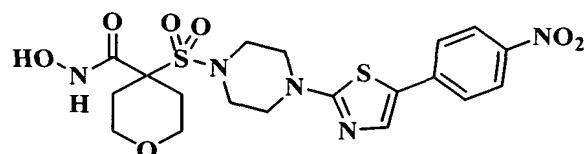
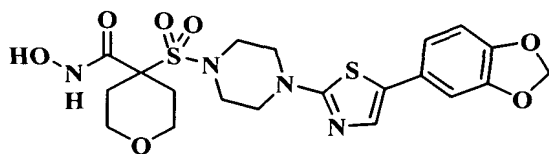
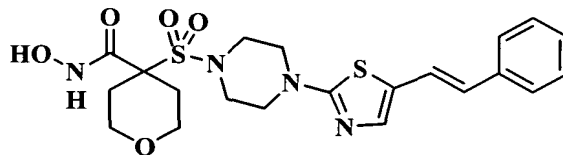
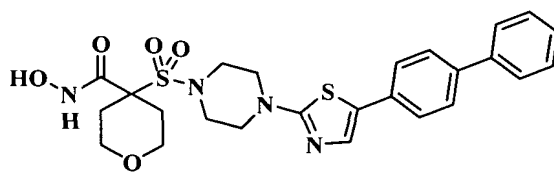
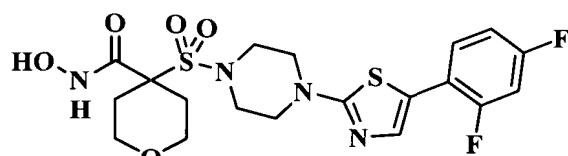
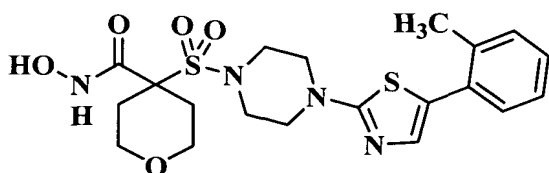
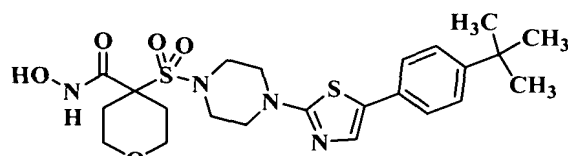
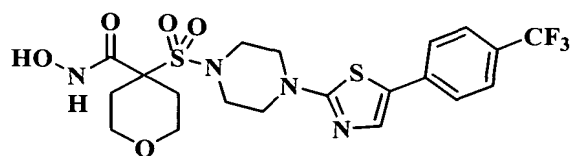
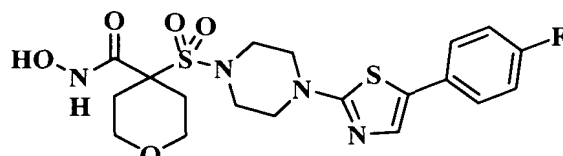
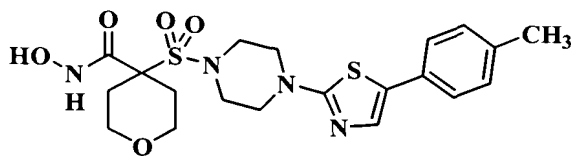
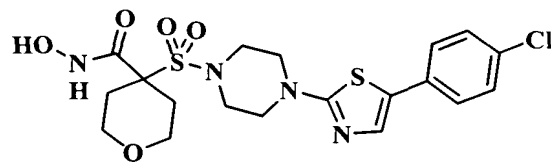
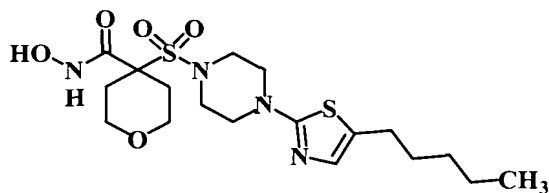
10 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino.

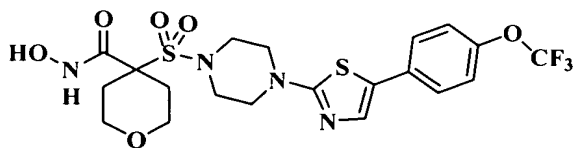
15 67. A compound or salt thereof according to claim 66, wherein E¹ is 5-member heteroaryl optionally substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, amino, mono-alkylamino, di-alkylamino, nitro, nitroso, alkyl, alkoxy, alkoxyalkyl, and alkylthio, wherein:

20 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino.

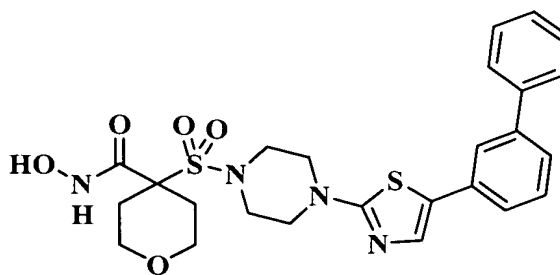
68. A compound or salt thereof according to claim 67, wherein E¹ is thiazolyl.

69. A compound or salt thereof according to claim 68, wherein the compound corresponds in structure to a formula selected from the group consisting of:

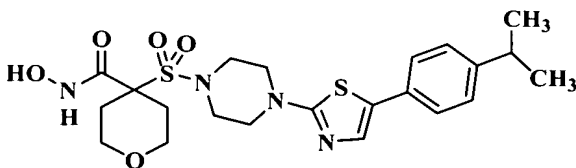




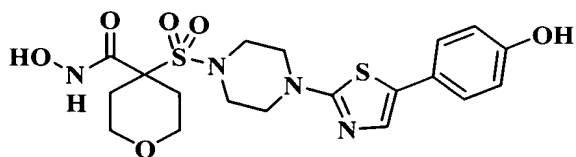
(69-13),



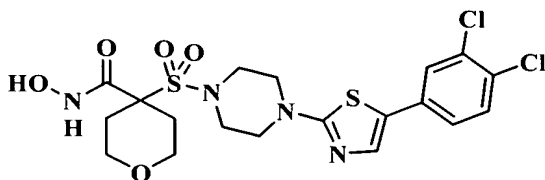
(69-14),



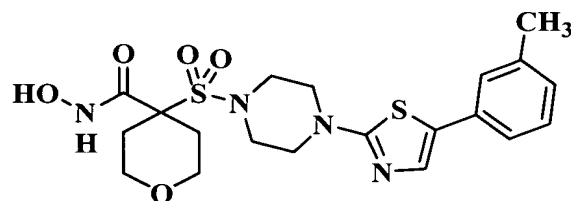
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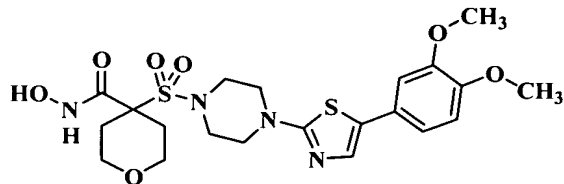
(69-16),



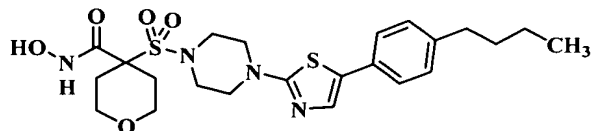
(69-17),



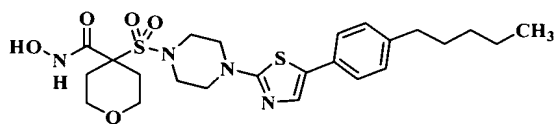
(69-18),



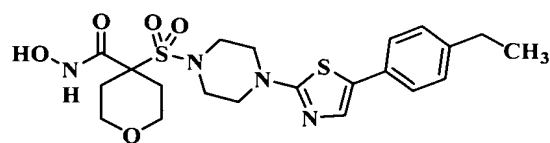
(69-19),



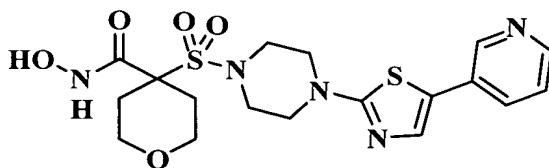
(69-20),



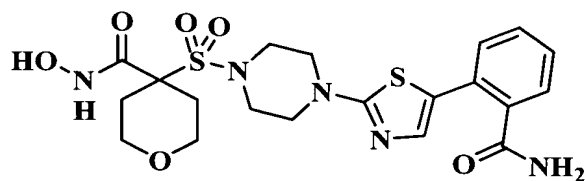
(69-21),



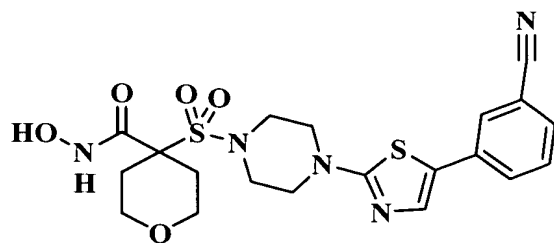
(69-22),



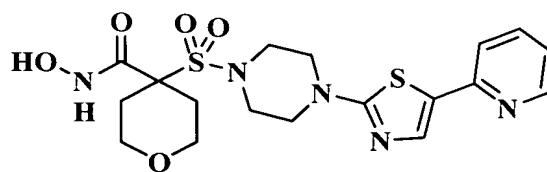
(69-23),



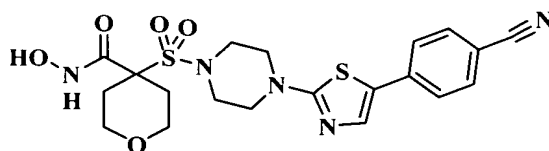
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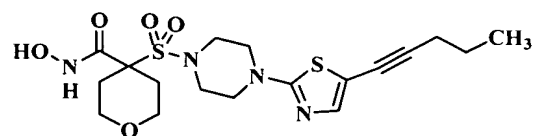
(69-25),



(69-26),

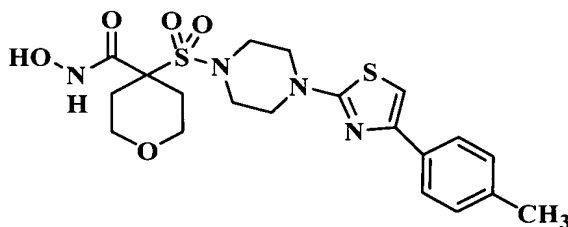


(69-27), and

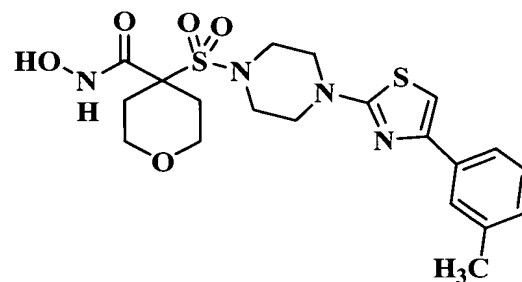


(69-28).

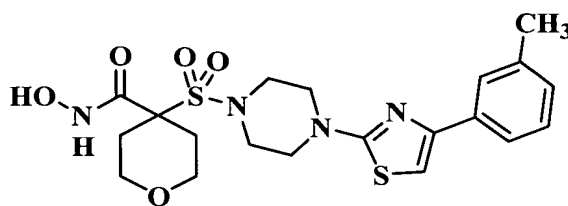
70. A compound or salt thereof according to claim 68, wherein the compound corresponds in structure to a formula selected from the group consisting of:



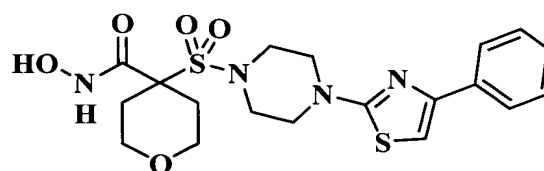
(70-1),



(70-2),

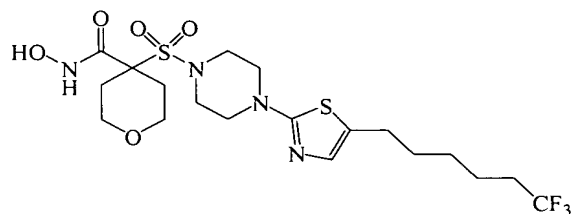


(70-3), and

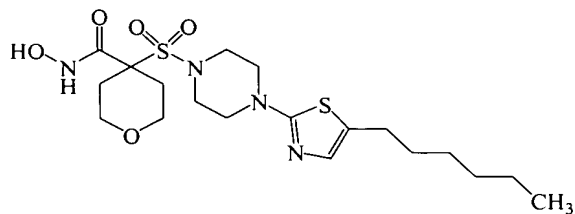


(70-4).

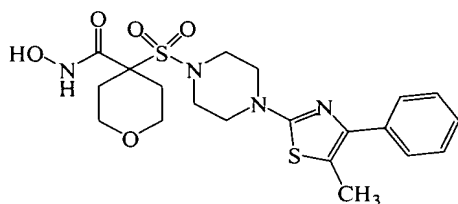
71. A compound or salt thereof according to claim 68, wherein the compound corresponds in structure to a formula selected from the group consisting of:



(71-1),



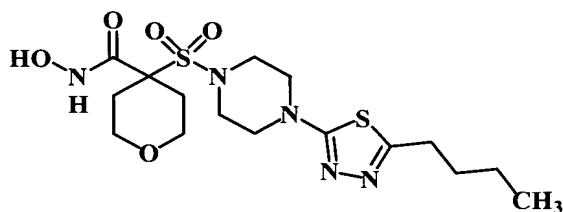
(71-2), and



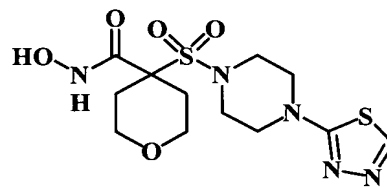
(71-3).

72. A compound or salt thereof according to claim 67, wherein E¹ is selected
5 from the group consisting of oxadiazolyl and thiodiazolyl.

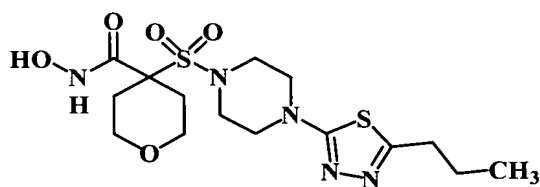
73. A compound or salt thereof according to claim 72, wherein the compound corresponds in structure to a formula selected from the group consisting of:



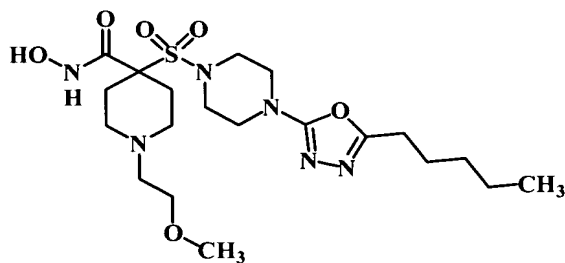
(73-1),



(73-2),



(73-3), and



(73-4).

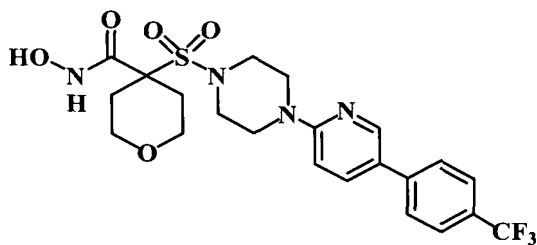
74. A compound or salt thereof according to claim 66, wherein E¹ is a 6-member heteroaryl optionally substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, amino, mono-alkylamino, di-alkylamino, nitro, nitroso, alkyl, alkoxy, alkoxyalkyl, and alkylthio, wherein:

5 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino.

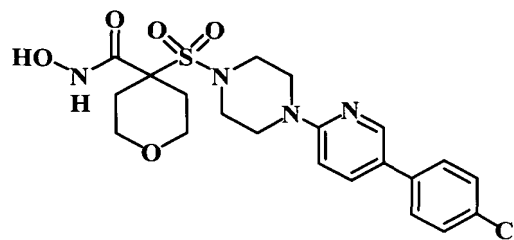
75. A compound or salt thereof according to claim 74, wherein E¹ is pyridinyl.

10

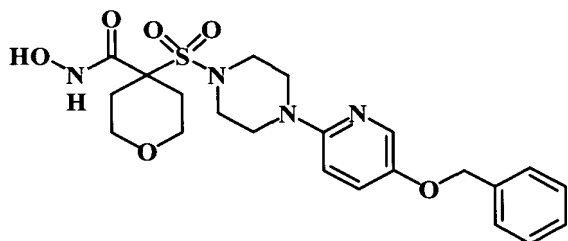
76. A compound or salt thereof according to claim 75, wherein the compound corresponds in structure to a formula selected from the group consisting of:



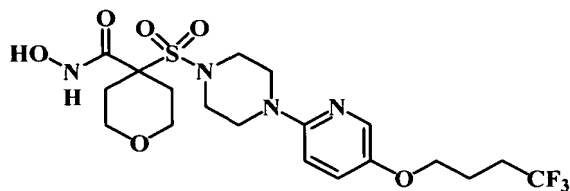
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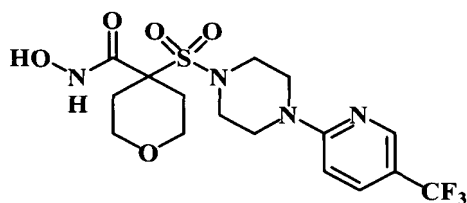
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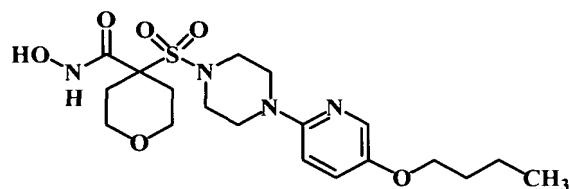
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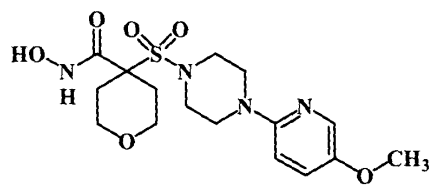
(76-4),



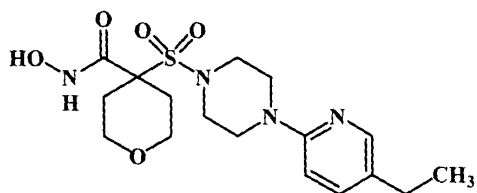
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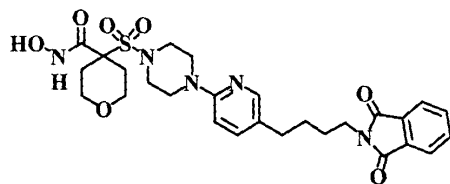
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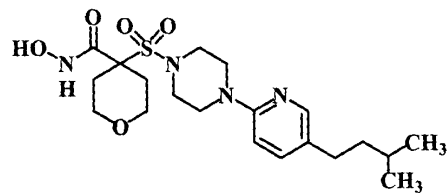
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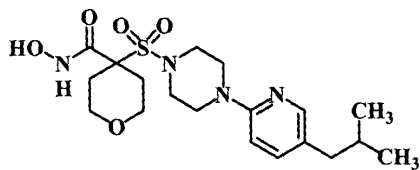
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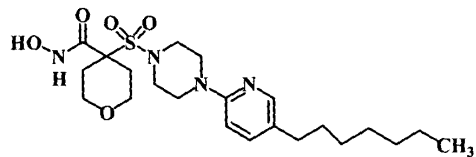
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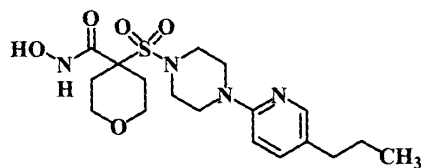
(76-18),



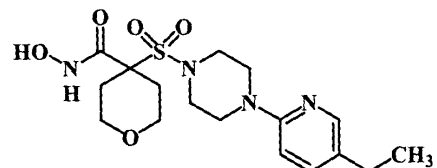
(76-19),



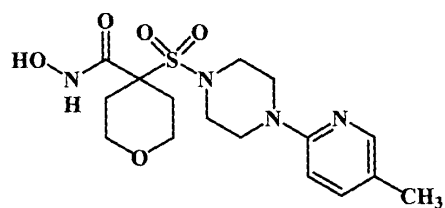
(76-20),



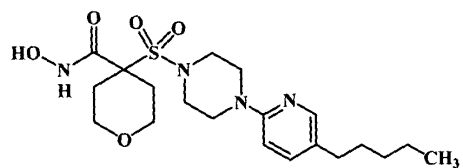
(76-21),



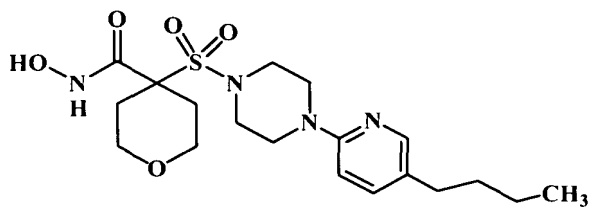
(76-22),



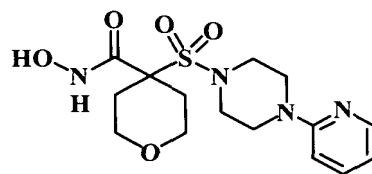
(76-23),



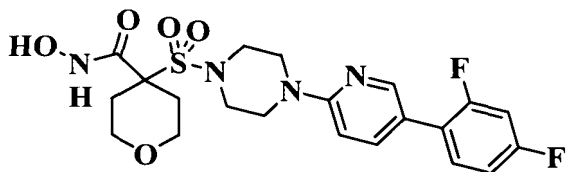
(76-24),



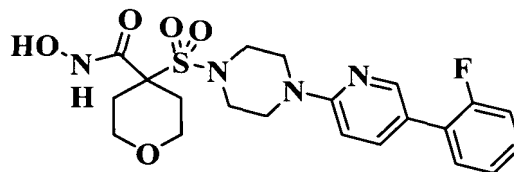
(76-25),



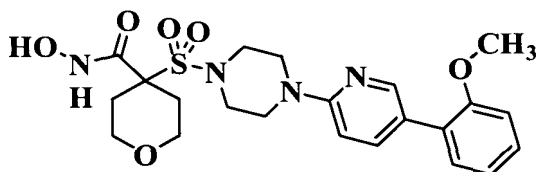
(76-26),



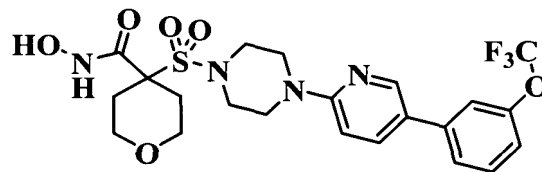
(76-27),



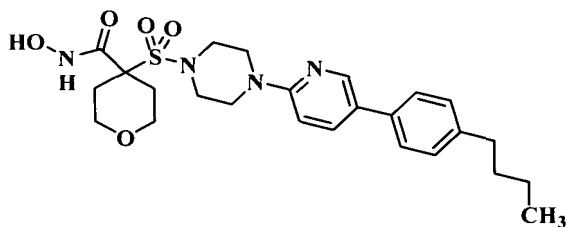
(76-28),



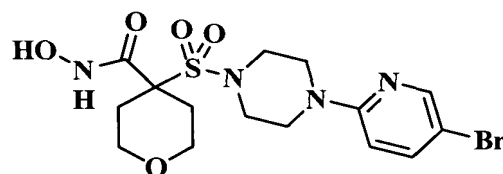
(76-29),



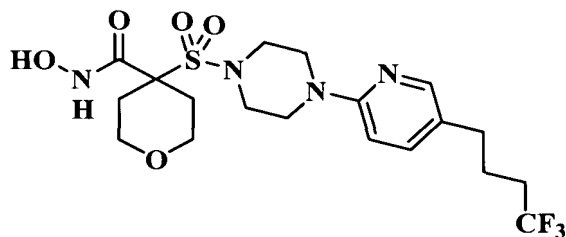
(76-30),



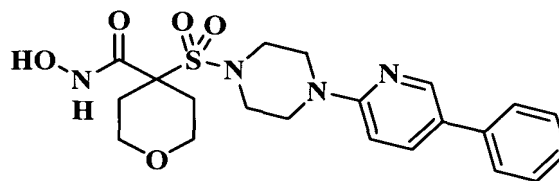
(76-31),



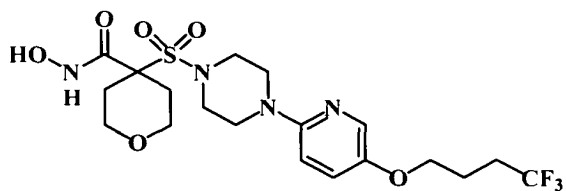
(76-32),



(76-33),

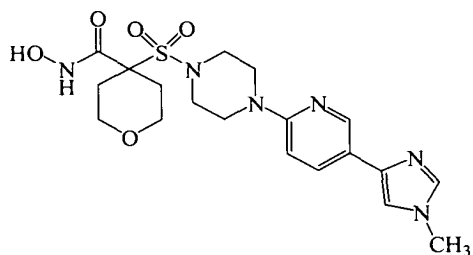


(76-34), and

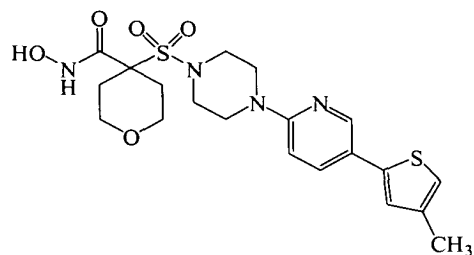


(76-35).

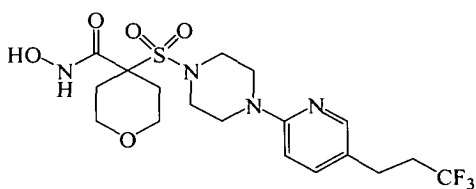
77. A compound or salt thereof according to claim 75, wherein the compound corresponds in structure to a formula selected from the group consisting of:



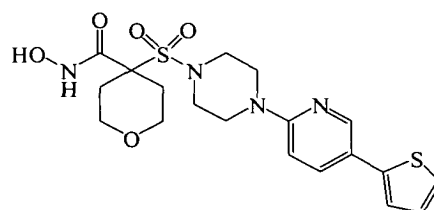
(77-1),



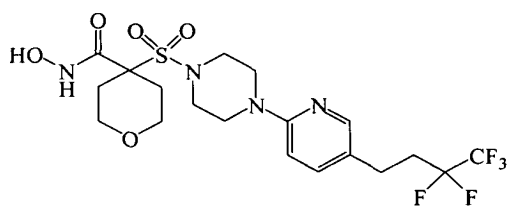
(77-2),



(77-3),

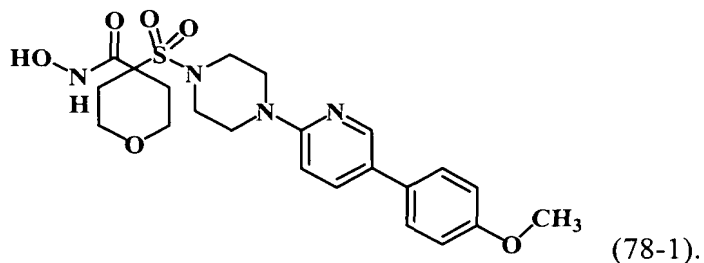


(77-4), and

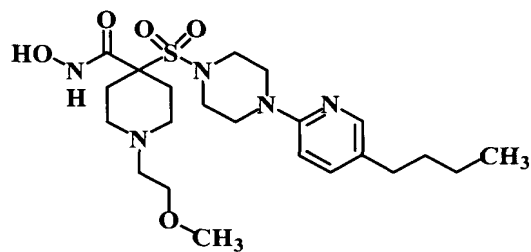
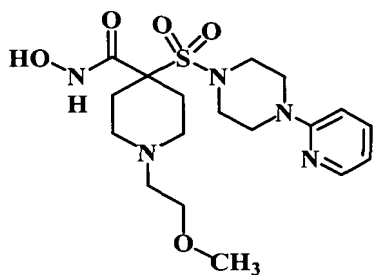
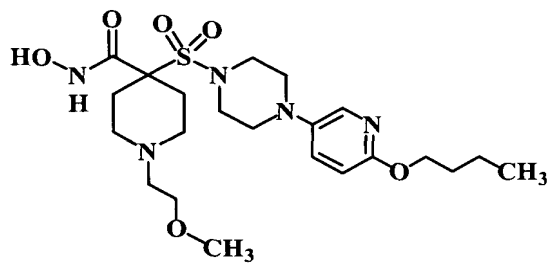
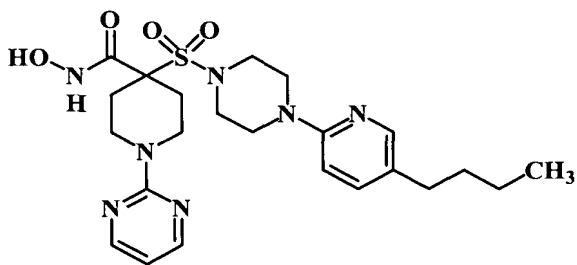
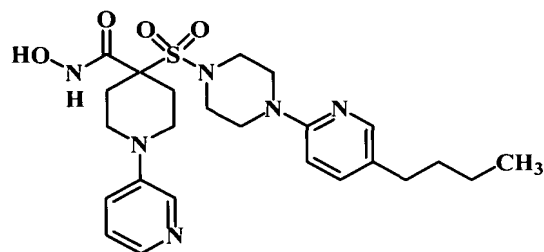
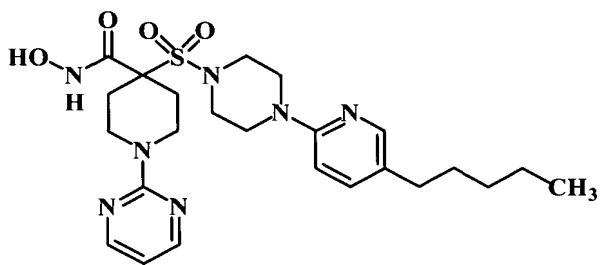


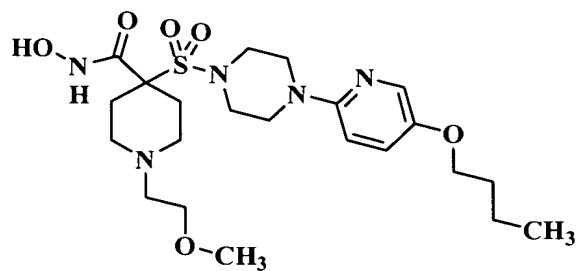
(77-5).

78. A compound or salt thereof according to claim 75, wherein the compound corresponds in structure to the following formula:



5 79. A compound or salt thereof according to claim 75, wherein the compound corresponds in structure to a formula selected from the group consisting of:

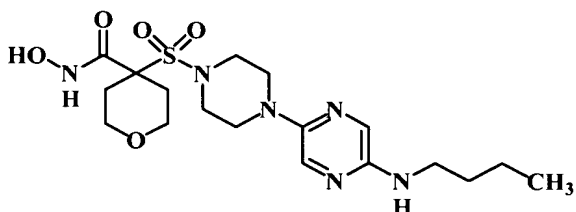




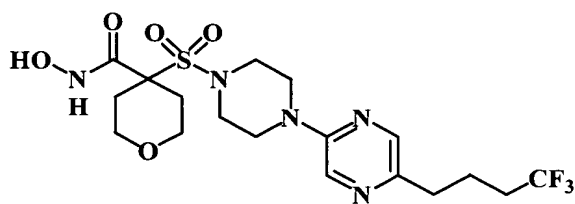
(79-7).

80. A compound or salt thereof according to claim 74, wherein E¹ is pyrazinyl.

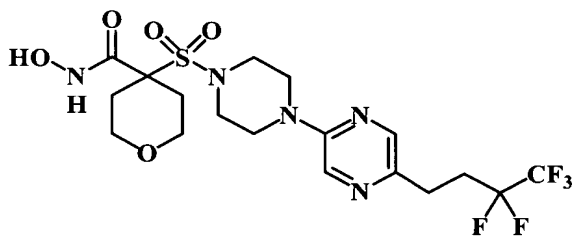
81. A compound or salt thereof according to claim 80, wherein the compound
5 corresponds in structure to a formula selected from the group consisting of:



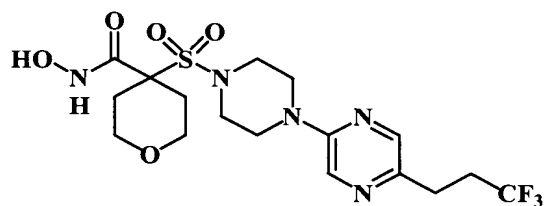
(81-1),



(81-2),

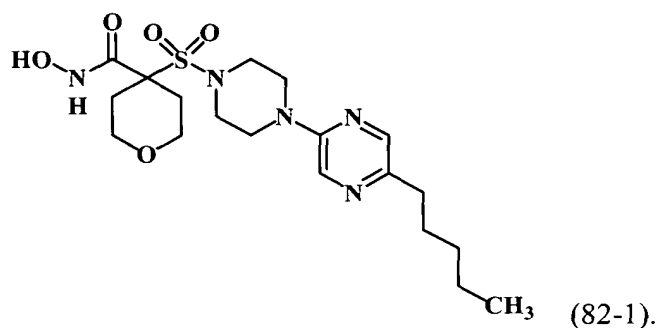


(81-3), and

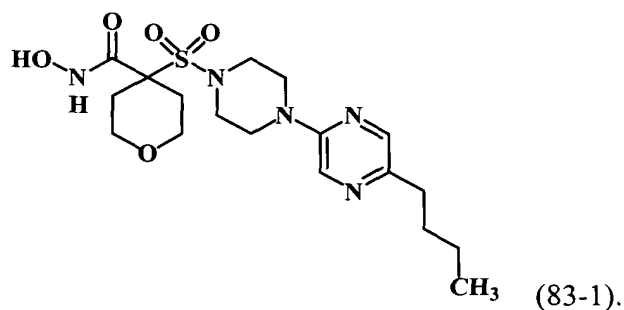


(81-4).

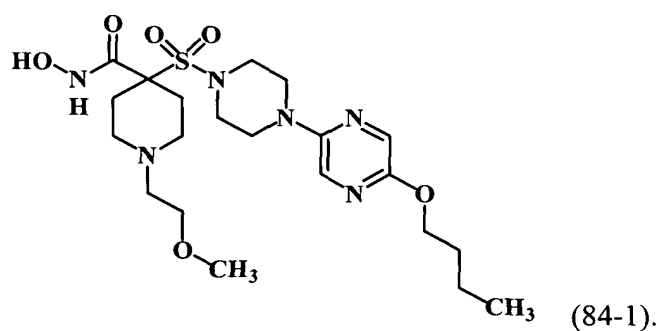
82. A compound or salt thereof according to claim 80, wherein the compound corresponds in structure to the following formula:



5 83. A compound or salt thereof according to claim 80, wherein the compound corresponds in structure to the following formula:

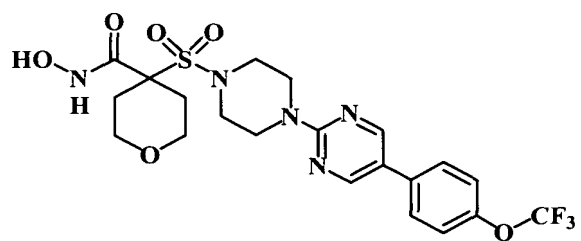


10 84. A compound or salt thereof according to claim 80, wherein the compound corresponds in structure to the following formula:

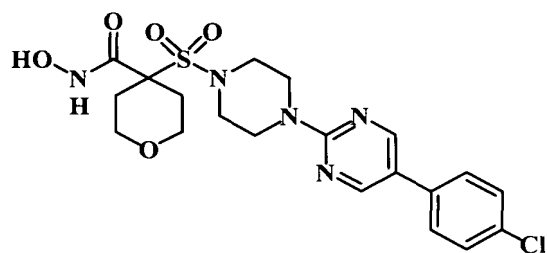


85. A compound or salt thereof according to claim 74, wherein E¹ is pyrimidinyl.

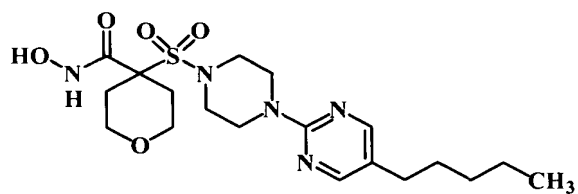
86. A compound or salt thereof according to claim 85, wherein the compound corresponds in structure to a formula selected from the group consisting of:



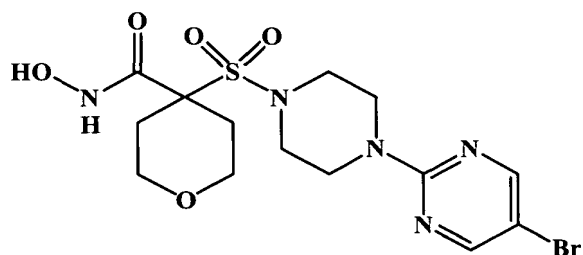
(86-1),



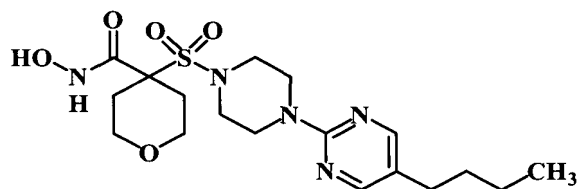
(86-2),



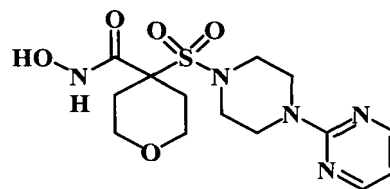
(86-3),



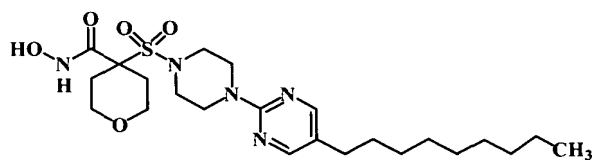
(86-4),



(86-5),

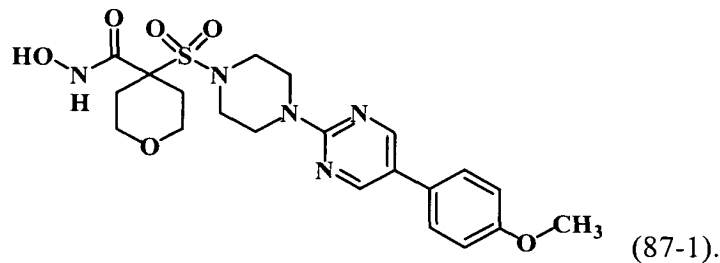


(86-6), and

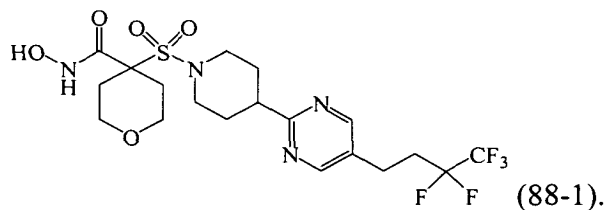


(86-7).

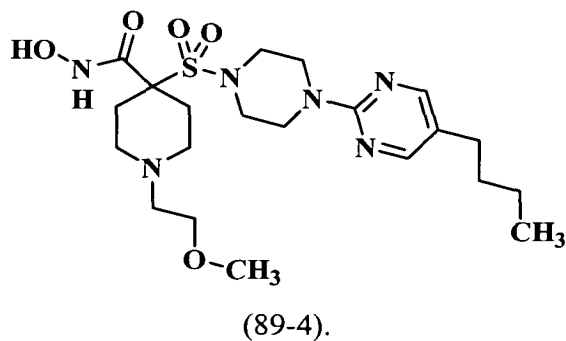
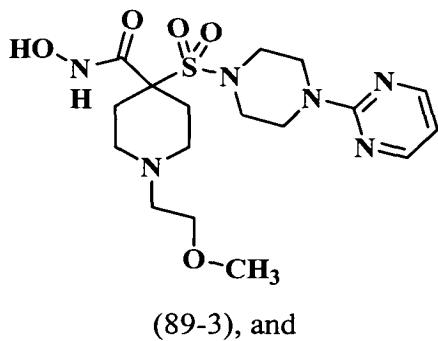
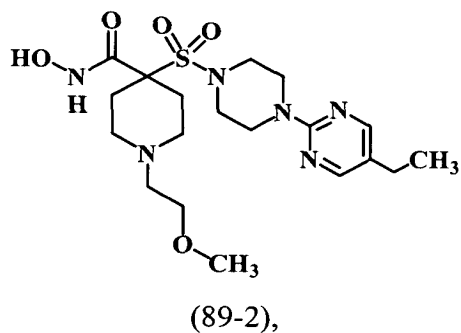
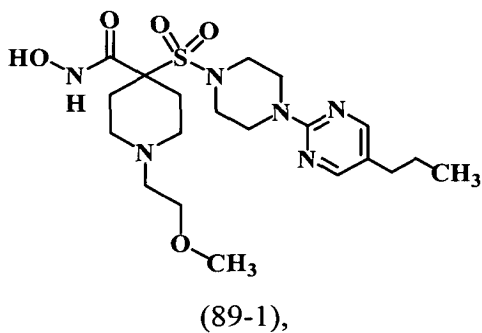
87. A compound or salt thereof according to claim 85, wherein the compound corresponds in structure to the following formula:



5 88. A compound or salt thereof according to claim 85, wherein the compound corresponds in structure to the following formula:

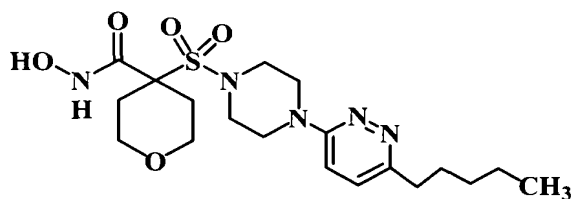


89. A compound or salt thereof according to claim 85, wherein the compound
10 corresponds in structure to a formula selected from the group consisting of:



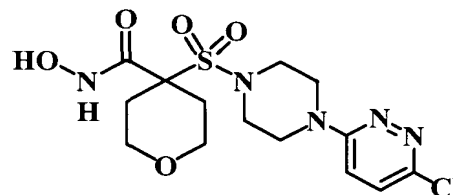
90. A compound or salt thereof according to claim 74, wherein E¹ is pyridazinyl.

91. A compound or salt thereof according to claim 90, wherein the compound
5 corresponds in structure to a formula selected from the group consisting of:



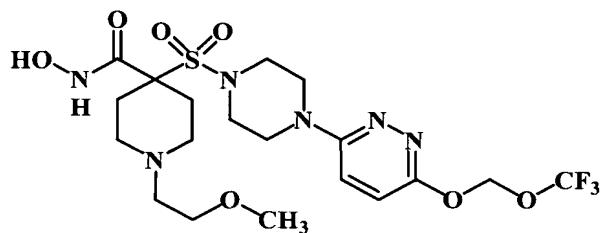
(91-1),

and



(91-2),

92. A compound or salt thereof according to claim 90, wherein the compound
corresponds in structure to the following formula:

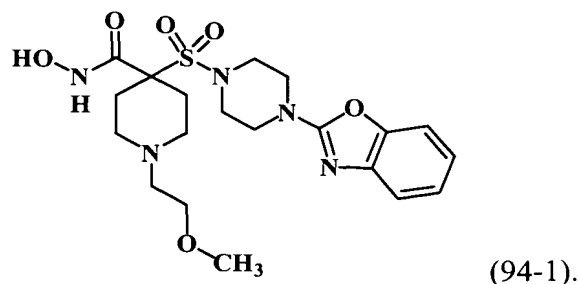


(92-5).

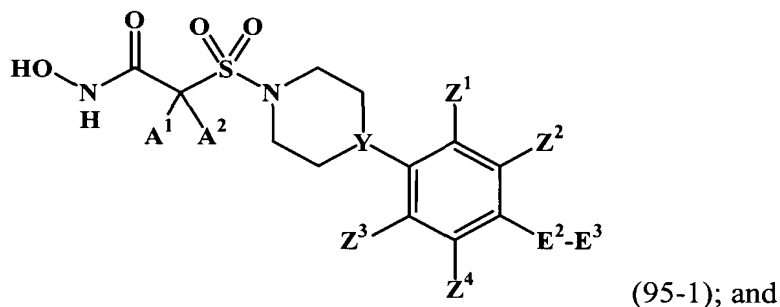
93. A compound or salt thereof according to claim 66, wherein E¹ is a multi-ring
heteroaryl optionally substituted with one or more substituents independently selected
from the group consisting of halogen, hydroxy, amino, mono-alkylamino, di-alkylamino,
nitro, nitroso, alkyl, alkoxy, alkoxyalkyl, and alkylthio, wherein:

any member of such group optionally is substituted with one or more
substituents independently selected from the group consisting of halogen, hydroxy,
cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino.

94. A compound or salt thereof according to claim 93, wherein the compound corresponds in structure to the following formula:



5 95. A compound or a salt thereof, wherein:
the compound corresponds in structure to the following formula:



as to A¹ and A²:

A¹ and A², together with the carbon to which they are bonded, form
10 heterocyclyl or carbocyclyl, wherein:

the heterocyclyl and carbocyclyl optionally are substituted with up
to 3 independently selected R^x substituents, or

A¹ and A² are independently selected from the group consisting of
hydrogen, alkyl, alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocyclyl,
15 carbocyclylalkyl, carbocyclylalkenyl, carbocyclylalkynyl, carbocyclyoxyalkyl,
carbocyclylalkoxyalkyl, carbocyclylalkylthio, carbocyclylthioalkyl,
carbocyclylalkylthioalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkenyl,
heterocyclylalkynyl, heterocyclyoxyalkyl, heterocyclylalkoxyalkyl,
heterocyclylalkylthio, heterocyclylthioalkyl, and heterocyclylalkylthioalkyl,
20 wherein:

any member of such group optionally is substituted with up to 3
independently selected R^X substituents; and

each R^X is independently selected from the group consisting of halogen, cyano,
hydroxy, nitro, nitroso, oxo, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, alkoxyalkoxy,
5 R^a-oxyalkyl, alkenyloxy, alkynyloxy, alkylthio, alkylsulfonyl, R^aR^a-amino,
R^aR^a-aminoalkyl, R^aR^a-aminoalkoxy, R^aR^a-aminoalkyl(R^a)amino, R^aR^a-aminosulfonyl,
carbocyclyl, carbocyclylalkyl, carbocyclyloxy, carbocyclyloxyalkoxy, carbocyclylthio,
carbocyclylsulfonyl, heterocyclyl, heterocyclylalkyl, heterocyclyloxy,
heterocyclyloxyalkoxy, heterocyclylthio, and heterocyclylsulfonyl, wherein:

10 any member of such group optionally is substituted with one or more
substituents independently selected from the group consisting of halogen, hydroxy,
cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl,
alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

any member of such group optionally is substituted with one or
15 more substituents independently selected from the group consisting of
halogen and hydroxy, and

the amino optionally is substituted by up to 2 independently
selected alkyl; and

Y is selected from the group consisting of nitrogen or carbon bonded to hydrogen;

20 and

E² is selected from the group consisting of -O-, -C(O)-, -C(O)-O-, -O-C(O)-,
-N(R^a)-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -C(O)-N(R^a)-N(R^a)-C(O)-, -S-, -S(O)-, -S(O)₂-,
-N(R^a)-S(O)₂-, -S(O)₂-N(R^a)-, -O-S(O)₂-, -S(O)₂-O-, -C(NH)-, -C(NOH)-, and a bond;
and

25 E³ is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxyalkyl,
alkoxyalkoxyalkyl, alkylthioalkyl, alkylthioalkylthioalkyl, alkylthioalkoxyalkyl, and
alkoxyalkylthioalkyl, wherein:

each member of such group is partially substituted with one or more
independently selected halogen; and

each R^a is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl, carbocyclylalkyl, carbocyclyloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl, carbocyclylsulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocyclyloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonyl, heterocyclylsulfonylalkyl, aminoalkyl, aminosulfonyl, aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein any member of such group optionally is substituted:

on any carbon atom(s) capable of such substitution with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino, and

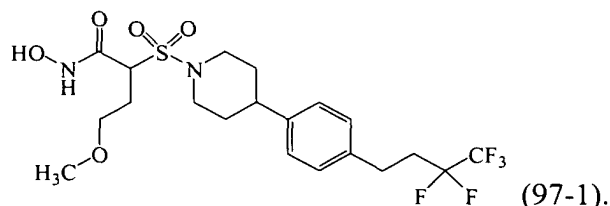
on any amino nitrogen atom with up to 2 substituents independently selected from the group consisting of alkyl, alkylcarbonyl, carbocyclyl, and carbocyclylalkyl; and

Z¹, Z², Z³, and Z⁴ are independently selected from the group consisting of hydrogen, halogen, hydroxy, amino, mono-alkylamino, di-alkylamino, nitro, nitroso, alkyl, alkoxy, alkoxyalkyl, and alkylthio, wherein:

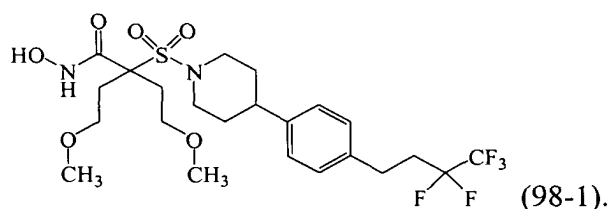
any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino.

96. A compound or salt thereof according to claim 95, wherein -E²-E³ is selected from the group consisting of alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, each member of such group is substituted with one or more independently selected halogen.

97. A compound or salt thereof according to claim 96, wherein the compound corresponds in structure to the following formula:



5 98. A compound or salt thereof according to claim 96, wherein the compound corresponds in structure to the following formula:



99. A compound or salt thereof according to claim 95, wherein -E²-E³ is selected from the group consisting of alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:
10 each such substituent is substituted with trihalomethyl.

100. A compound or salt thereof according to claim 95, wherein -E²-E³ is selected from the group consisting of haloalkyl, haloalkoxy, halo-substituted alkoxyalkyl,
15 and halo-substituted alkoxyalkoxy, wherein:
each member of such group is substituted with trihalomethyl.

101. A compound or salt thereof according to claim 95, wherein E³ comprises a carbon bonded to at least one halo and at least one hydrogen.

20

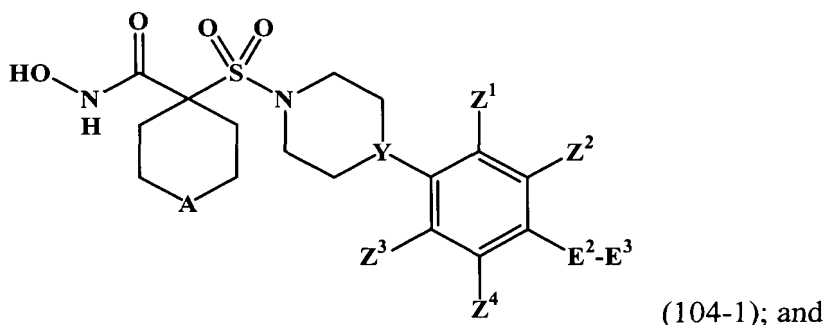
102. A compound or salt thereof according to claim 95, wherein -E²-E³ is selected from the group consisting of alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

each member of such group is substituted with one or more halogen
independently selected from the group consisting of chloro and fluoro.

103. A compound or salt thereof according to claim 95, wherein -E²-E³ is
5 selected from the group consisting of haloalkyl, haloalkoxy, halo-substituted alkoxyalkyl,
and halo-substituted alkoxyalkoxy, wherein:

each member of such group is substituted with trifluoromethyl.

104. A compound or salt thereof according to claim 95, wherein:
10 the compound corresponds in structure to the following formula:



A is selected from the group consisting of -O-, -N(H)-, -N(R^x)-, -S-, -S(O)-, and
-S(O)₂-; and

R^x is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxyalkyl,
15 R^a-oxyalkyl, alkylsulfonyl, R^aR^a-aminoalkyl, carbocyclyl, carbocyclylalkyl,
carbocyclylsulfonyl, heterocyclyl, heterocyclylalkyl, and heterocyclylsulfonyl, wherein:

any member of such group optionally is substituted with one or more
substituents independently selected from the group consisting of halogen, hydroxy,
cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl,
20 alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

any member of such group optionally is substituted with one or
more substituents independently selected from the group consisting of
halogen and hydroxy, and

the amino optionally is substituted by up to 2 independently
25 selected alkyl.

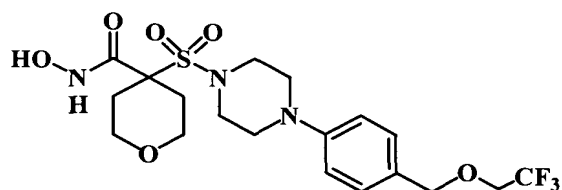
105. A compound or salt thereof according to claim 104, wherein $-E^2-E^3$ is selected from the group consisting of alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

5 each member of such group is substituted with fluoro.

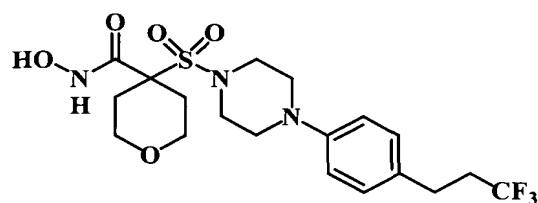
106. A compound or salt thereof according to claim 104, wherein $-E^2-E^3$ is selected from the group consisting of alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

10 each member of such group is substituted with trifluoromethyl.

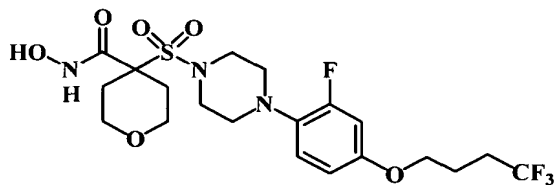
107. A compound or salt thereof according to claim 106, wherein the compound corresponds in structure to a formula selected from the group consisting of:



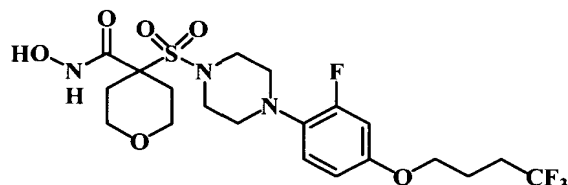
(107-1),



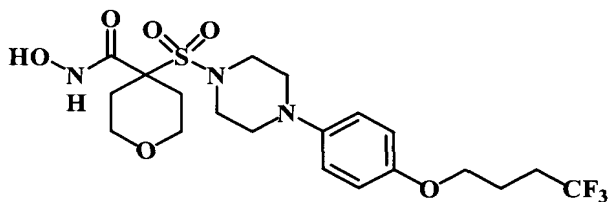
(107-2),



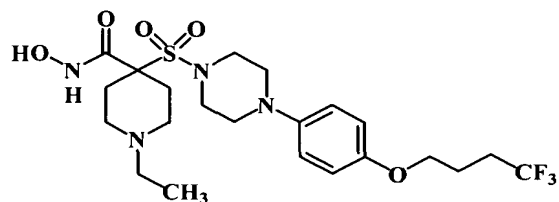
(107-3),



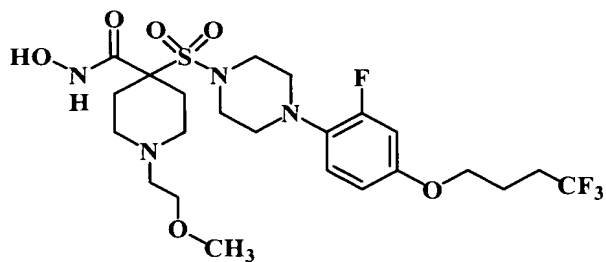
(107-4),



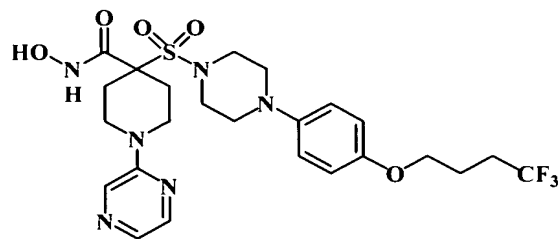
(107-5),



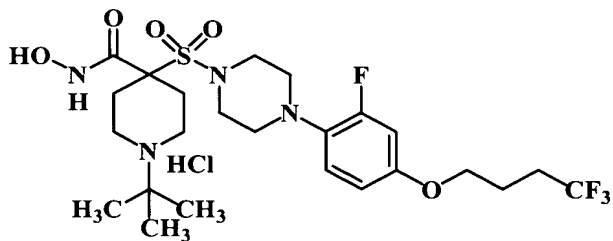
(107-6),



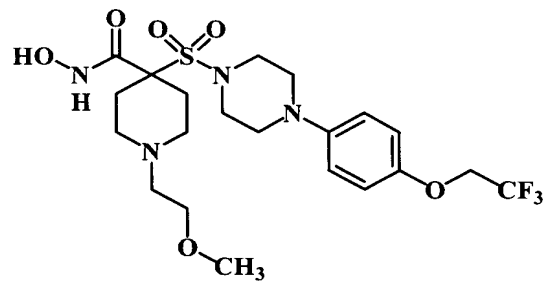
(107-7),



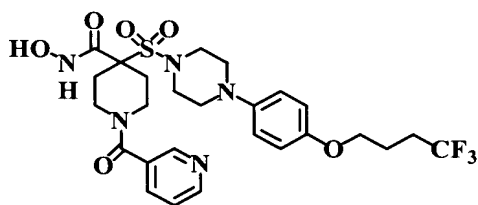
(107-8),



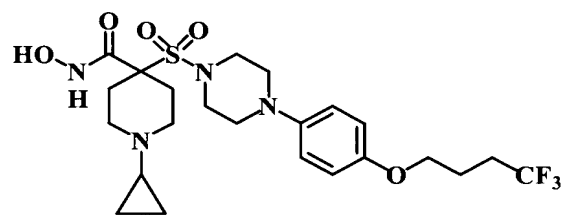
(107-9),



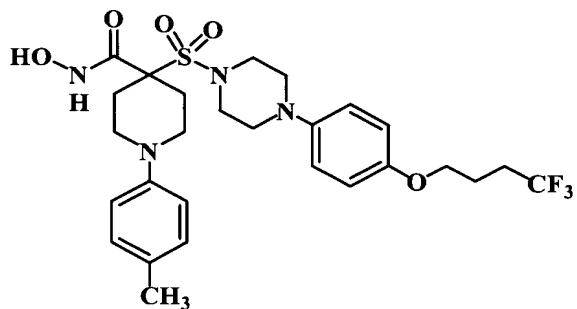
(107-10),



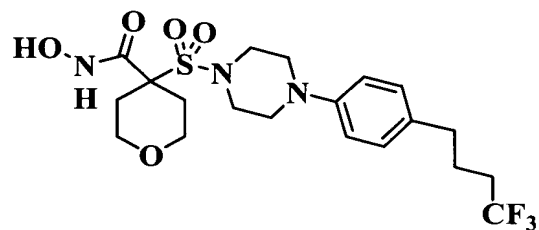
(107-11),



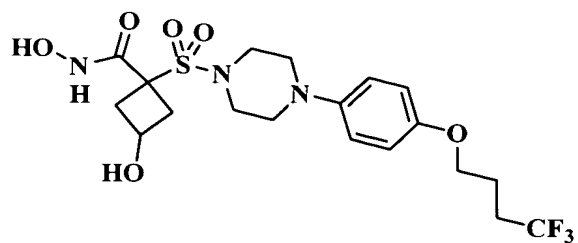
(107-12),



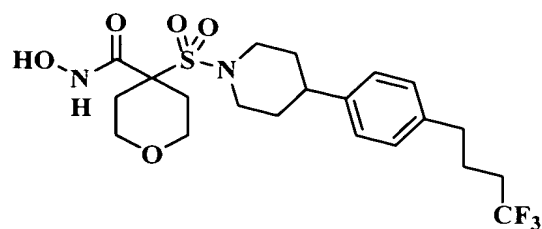
(107-13),



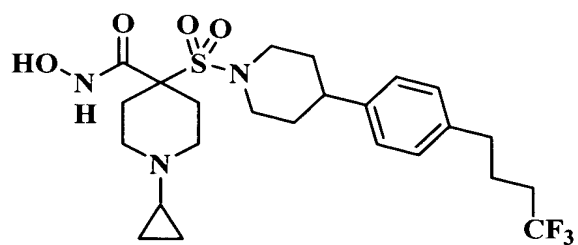
(107-14),



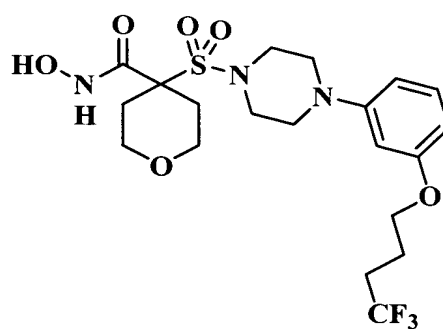
(107-15),



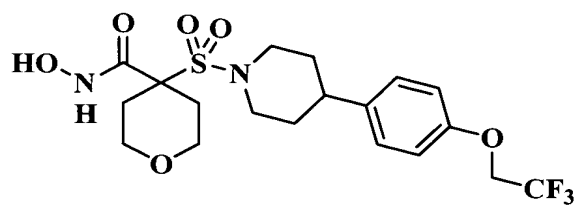
(107-16),



(107-17),

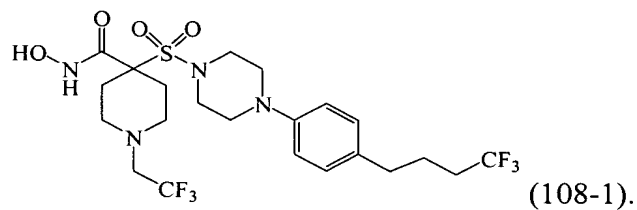


(107-18), and



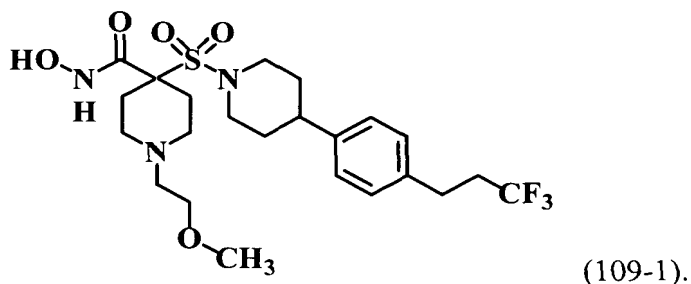
(107-19).

108. A compound or salt thereof according to claim 106, wherein the compound corresponds in structure to the following formula:

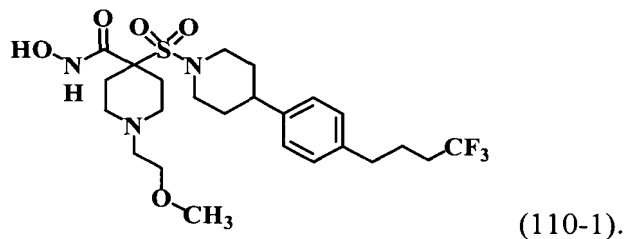


(108-1).

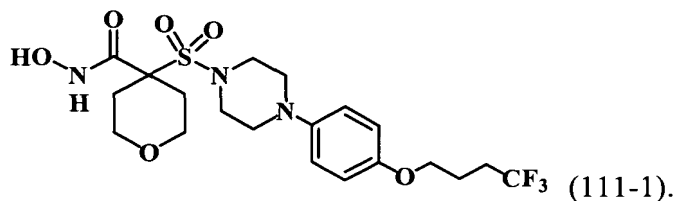
109. A compound or salt thereof according to claim 106, wherein the compound corresponds in structure to the following formula:



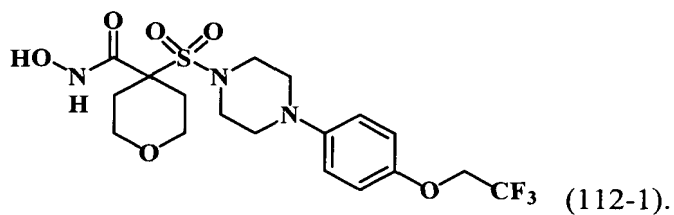
5 110. A compound or salt thereof according to claim 106, wherein the compound corresponds in structure to the following formula:



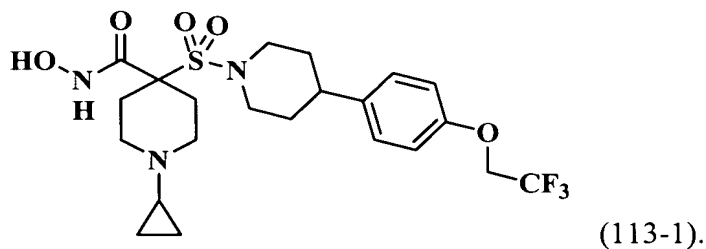
10 111. A compound or salt thereof according to claim 106, wherein the compound corresponds in structure to the following formula:



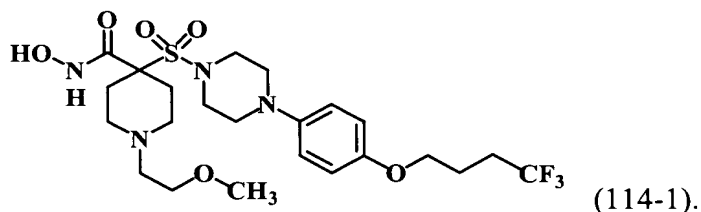
112. A compound or salt thereof according to claim 106, wherein the compound corresponds in structure to the following formula:



113. A compound or salt thereof according to claim 106, wherein the compound corresponds in structure to the following formula:

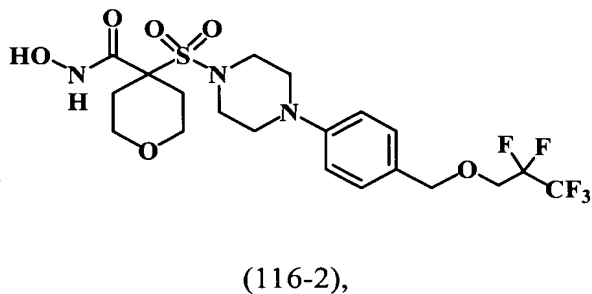
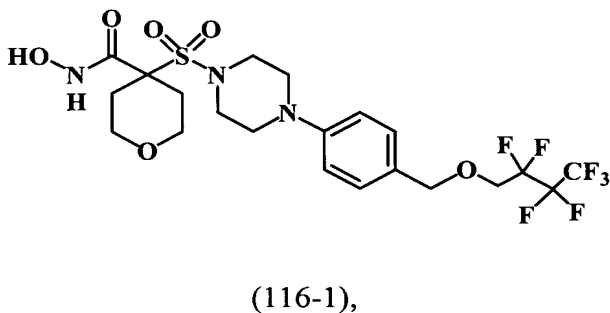


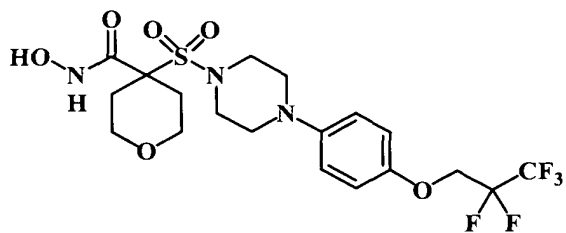
5 114. A compound or salt thereof according to claim 106, wherein the compound corresponds in structure to the following formula:



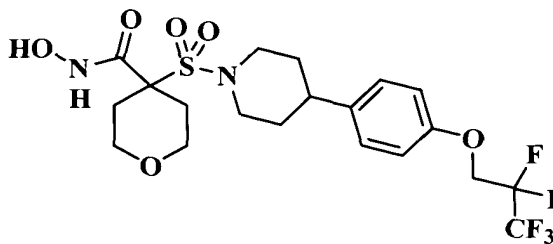
115. A compound or salt thereof according to claim 104, wherein -E²-E³ is
10 selected from the group consisting of fluoroalkyl, fluoroalkoxy, fluoro-substituted
alkoxyalkyl, and fluoro-substituted alkoxyalkoxy, wherein:
each member of such group is substituted with trifluoromethyl.

116. A compound or salt thereof according to claim 115, wherein the
15 compound corresponds in structure to a formula selected from the group consisting of the
following:

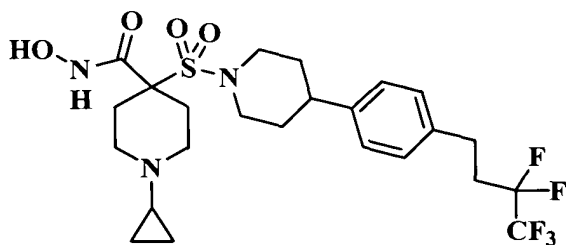




(116-3),

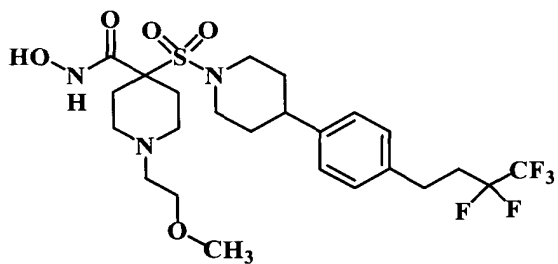


(116-4), and



(116-5).

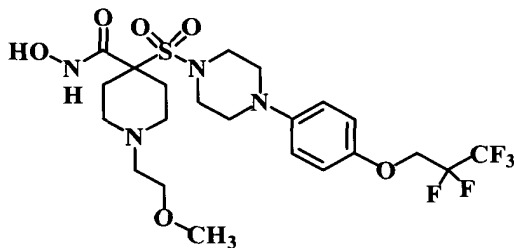
117. A compound or salt thereof according to claim 115, wherein the compound corresponds in structure to the following formula:



(117-1).

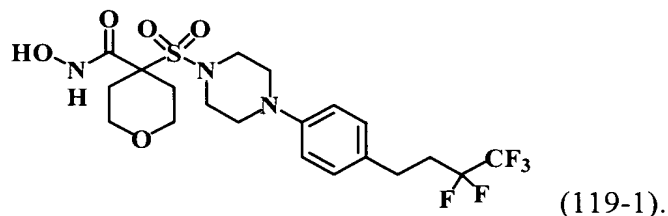
5

118. A compound or salt thereof according to claim 115, wherein the compound corresponds in structure to the following formula:

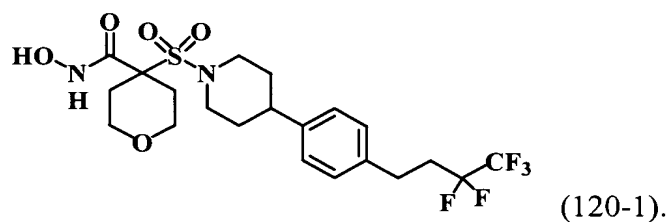


(118-1).

119. A compound or salt thereof according to claim 115, wherein the compound corresponds in structure to the following formula:

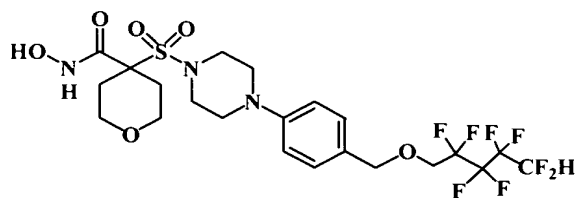


5 120. A compound or salt thereof according to claim 115, wherein the compound corresponds in structure to the following formula:

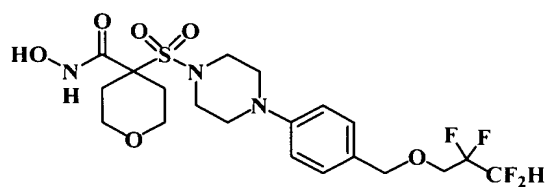


121. A compound or salt thereof according to claim 104, wherein E³ comprises
10 a carbon bonded to at least one fluoro and at least one hydrogen.

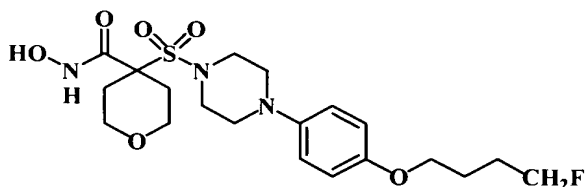
122. A compound or salt thereof according to claim 121, wherein the compound corresponds in structure to a formula selected from the group consisting of the following:



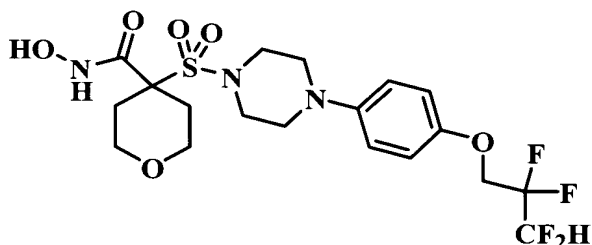
(122-1),



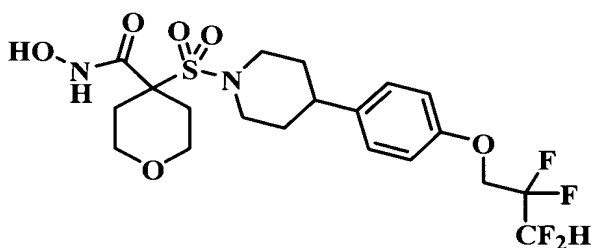
(122-2),



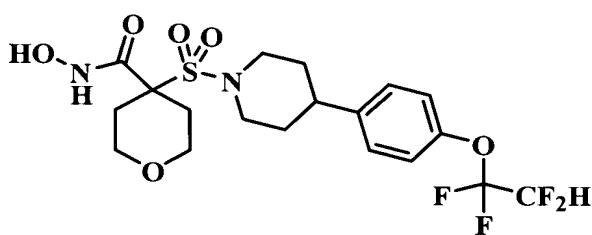
(122-3),



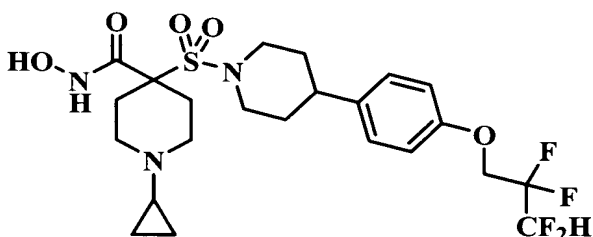
(122-4),



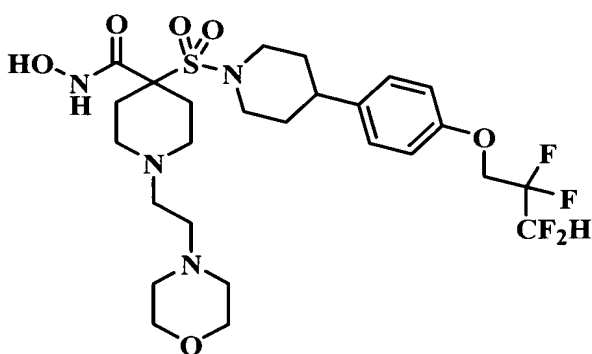
(122-5),



(122-6),

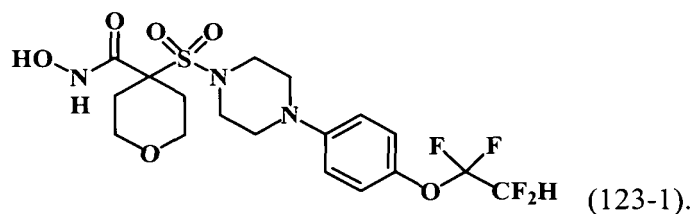


(122-7), and

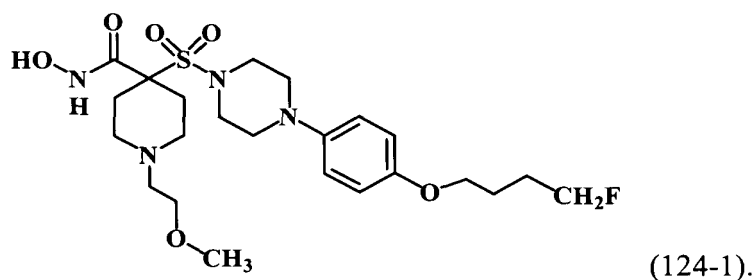


(122-8).

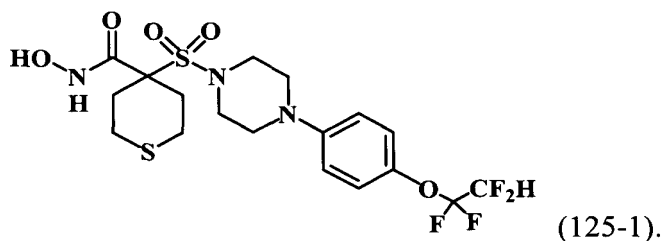
123. A compound or salt thereof according to claim 121, wherein the compound corresponds in structure to the following formula:



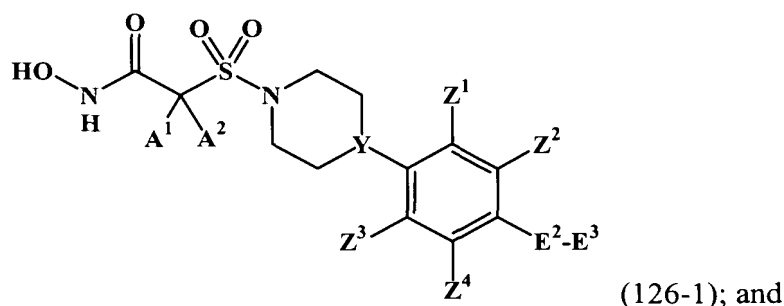
5 124. A compound or salt thereof according to claim 121, wherein the compound corresponds in structure to the following formula:



10 125. A compound or salt thereof according to claim 121, wherein the compound corresponds in structure to the following formula:



126. A compound or a salt thereof, wherein:
the compound corresponds in structure to the following formula:



as to A¹ and A²:

A¹ and A², together with the carbon to which they are bonded, form heterocyclyl or carbocyclyl, wherein:

the heterocyclyl and carbocyclyl optionally are substituted with up to 3 independently selected R^x substituents, or

A¹ and A² are independently selected as follows:

A¹ is selected from the group consisting of hydrogen, alkyl, alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkenyl, carbocyclylalkynyl, carbocycloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylalkylthio, carbocyclylthioalkyl, carbocyclylalkylthioalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkenyl, heterocyclylalkynyl, heterocycloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylalkylthio, heterocyclylthioalkyl, and heterocyclylalkylthioalkyl, wherein:

any member of such group optionally is substituted with up

to 3 independently selected R^x substituents, and

A² is selected from the group consisting of alkyl, alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkenyl, carbocyclylalkynyl, carbocycloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylalkylthio, carbocyclylthioalkyl, carbocyclylalkylthioalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkenyl, heterocyclylalkynyl, heterocycloxyalkyl,

heterocyclylalkoxyalkyl, heterocyclylalkylthio, heterocyclylthioalkyl, and heterocyclylalkylthioalkyl, wherein:

any member of such group optionally is substituted with up to 3 independently selected R^x substituents; and

5 each R^x is independently selected from the group consisting of halogen, cyano, hydroxy, nitro, nitroso, oxo, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, alkoxyalkoxy, R^a-oxyalkyl, alkenyloxy, alkynyloxy, alkylthio, alkylsulfonyl, R^aR^a-amino, R^aR^a-aminoalkyl, R^aR^a-aminoalkoxy, R^aR^a-aminoalkyl(R^a)amino, R^aR^a-aminosulfonyl, carbocyclyl, carbocyclylalkyl, carbocycliloxy, carbocycliloxyalkoxy, carbocyclylthio, carbocyclylsulfonyl, heterocyclyl, heterocyclylalkyl, heterocycliloxy, 10 heterocycliloxyalkoxy, heterocyclylthio, and heterocyclylsulfonyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, 15 alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

the amino optionally is substituted with up to 2 independently selected alkyl; and

20 Y is selected from the group consisting of nitrogen and a carbon bonded to hydrogen; and

E² is selected from the group consisting of -O-, -C(O)-, -C(O)-O-, -O-C(O)-, -N(R^a)-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -C(O)-N(R^a)-N(R^a)-C(O)-, -S-, -S(O)-, -S(O)₂-, -N(R^a)-S(O)₂-, -S(O)₂-N(R^a)-, -O-S(O)₂-, -S(O)₂-O-, -C(NH)-, -C(NOH)-, and a bond; 25 and

E³ is selected from the group consisting of carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, 30

cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino (optionally substituted with up to two substituents independently selected from alkyl and carbocyclalkyl), alkyl, alkoxy, alkylthio, carbocycl, and carbocyclalkyl, wherein:

5 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

each R^a is independently selected from the group consisting of hydrogen, hydroxy,
10 alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocycl, carbocyclalkyl, carbocyclloxyalkyl, carbocycllalkoxyalkyl, carbocycllthioalkyl, carbocycllthioalkenyl, carbocycllsulfoxidoalkyl, carbocycllsulfonyl, carbocycllsulfonylalkyl, heterocycl, heterocyclalkyl, heterocyclloxyalkyl,
15 heterocycllalkoxyalkyl, heterocycllthioalkyl, heterocycllsulfoxidoalkyl, heterocycllsulfonyl, heterocycllsulfonylalkyl, aminoalkyl, aminosulfonyl, aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein any member of such group optionally is substituted:

on any carbon atom(s) capable of such substitution with one or more
20 substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino, and

on any amino nitrogen atom with up to 2 substituents independently selected from the group consisting of alkyl, alkylcarbonyl, carbocycl, and carbocyclalkyl; and

25 Z¹ and Z³ are independently selected from the group consisting of hydrogen, halogen, hydroxy, amino, mono-alkylamino, di-alkylamino, nitro, nitroso, alkyl, alkoxy, alkoxyalkyl, and alkylthio, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy,
30 cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino; and

Z^2 and Z^4 are independently selected from the group consisting of hydrogen, halogen, hydroxy, amino, mono-alkylamino, di-alkylamino, nitro, nitroso, alkyl, alkoxy, alkoxyalkyl, and alkylthio, wherein:

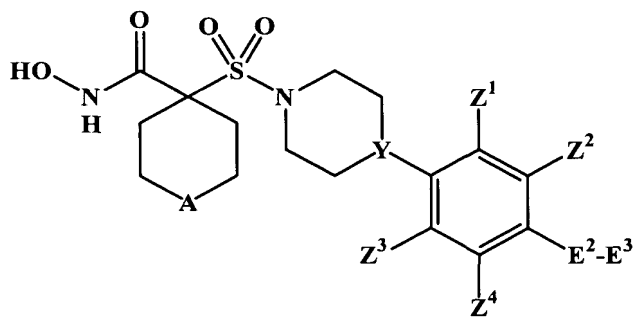
the alkoxyalkyl, alkylthio, mono-alkylamino, and di-alkylamino optionally are substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino, and

the alkyl and alkoxy comprise at least two carbons and/or are substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino.

127. A compound or salt thereof according to claim 126, wherein A^1 and A^2 are independently selected from the group consisting of alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkenyl, carbocyclylalkynyl, carbocyclyloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylalkylthio, carbocyclylthioalkyl, carbocyclylalkylthioalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkenyl, heterocyclylalkynyl, heterocyclyloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylalkylthio, heterocyclylthioalkyl, and heterocyclylalkylthioalkyl, wherein:

any member of such group optionally is substituted with up to 3 independently selected R^X substituents.

128. A compound or salt thereof according to claim 126, wherein:
the compound corresponds in structure to the following formula:



(128-1); and

A is selected from the group consisting of -O-, -N(H)-, -N(R^x)-, -S-, -S(O)-, and -S(O)₂-; and

R^x is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxyalkyl,

R^a-oxyalkyl, alkylsulfonyl, R^aR^a-aminoalkyl, carbocyclyl, carbocyclylalkyl,

5 carbocyclylsulfonyl, heterocyclyl, heterocyclylalkyl, and heterocyclylsulfonyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

10 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

the amino optionally is substituted by up to 2 independently selected alkyl.

15

129. A compound or salt thereof according to claim 128, wherein E³ is selected from the group consisting of carbocyclyl and carbocyclylalkyl, wherein:

the carbocyclyl and carbocyclylalkyl optionally are substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino (optionally substituted with up to two substituents independently selected from alkyl and carbocyclylalkyl), alkyl, alkoxy, alkylthio, carbocyclyl, and carbocyclylalkyl, wherein:

20 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino.

25

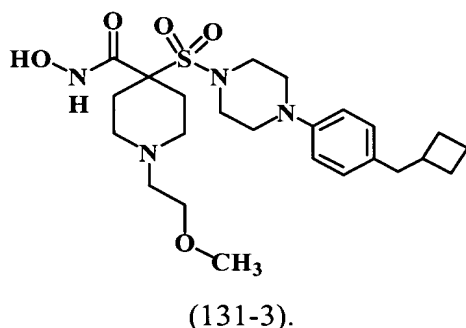
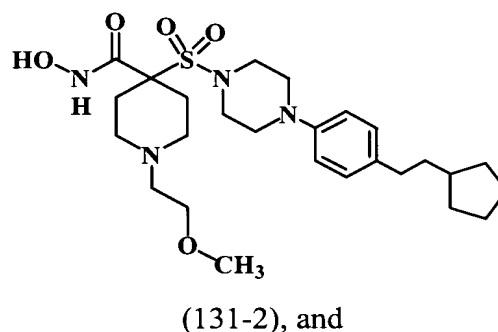
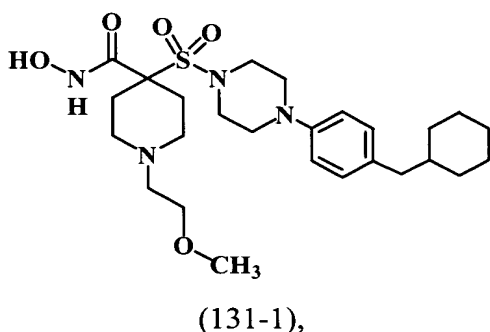
130. A compound or salt thereof according to claim 129, wherein E³ is selected from the group consisting of cycloalkyl and cycloalkylalkyl, wherein:

30

the cycloalkyl and cycloalkylalkyl optionally are substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino (optionally substituted with up to two substituents independently selected from alkyl and carbocyclalkyl), alkyl, alkoxy, alkylthio, carbocycl, and carbocyclalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino.

131. A compound or salt thereof according to claim 130, wherein the compound corresponds in structure to a formula selected from the group consisting of:



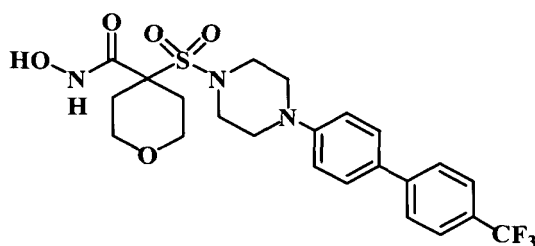
132. A compound or salt thereof according to claim 129, wherein E³ is selected from the group consisting of aryl and arylalkyl, wherein:

the aryl and arylalkyl optionally are substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy,

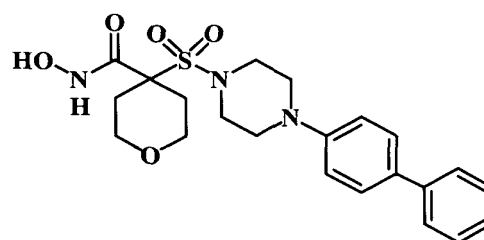
cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino (optionally substituted with up to two substituents independently selected from alkyl and carbocyclalkyl), alkyl, alkoxy, alkylthio, carbocyclyl, and carbocyclalkyl, wherein:

5 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino.

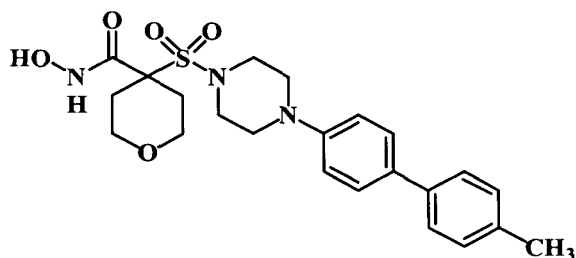
10 133. A compound or salt thereof according to claim 132, wherein the compound corresponds in structure to a formula selected from the group consisting of:



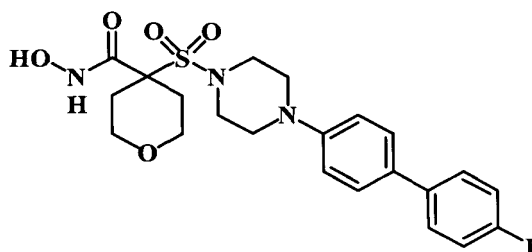
(133-1),



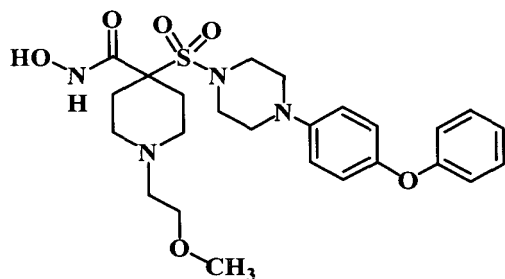
(133-2),



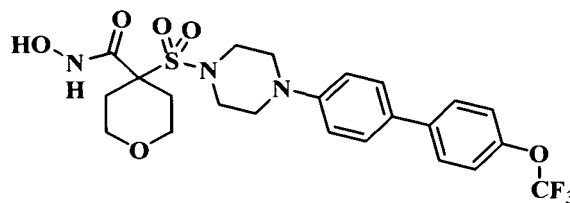
(133-3),



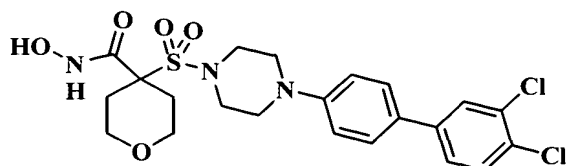
(133-4),



(133-5),



(133-6), and



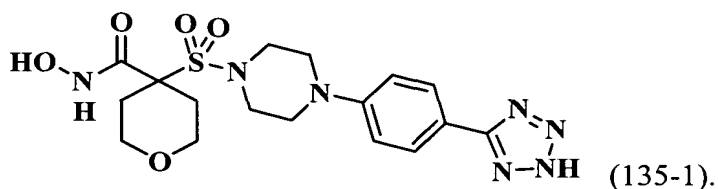
(133-7).

134. A compound or salt thereof according to claim 126, wherein E³ is selected from the group consisting of heteroaryl and heteroarylalkyl, wherein:

the heteroaryl and heteroarylalkyl optionally are substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino (optionally substituted with up to two substituents independently selected from alkyl and carbocyclalkyl), alkyl, alkoxy, alkylthio, carbocyclalkyl, and carbocyclalkyl, wherein:

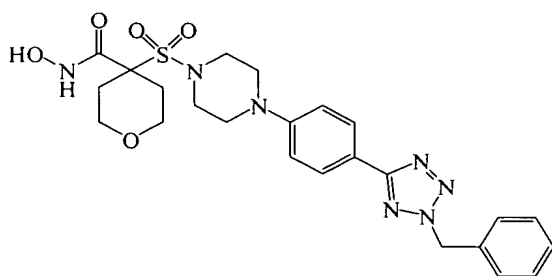
any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino.

135. A compound or salt thereof according to claim 134, wherein the compound corresponds in structure to the following formula:

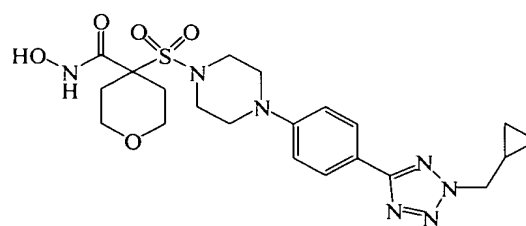


(135-1).

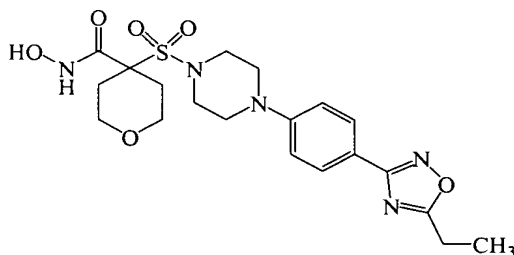
136. A compound or salt thereof according to claim 134, wherein the compound corresponds in structure to a formula selected from the group consisting of:



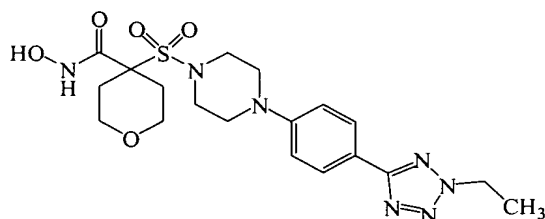
(136-1),



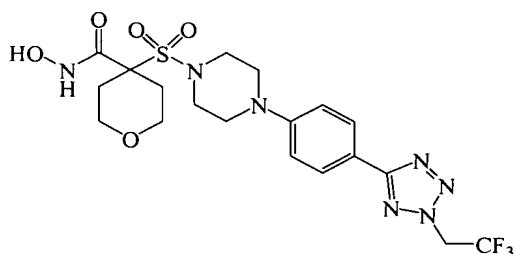
(136-2),



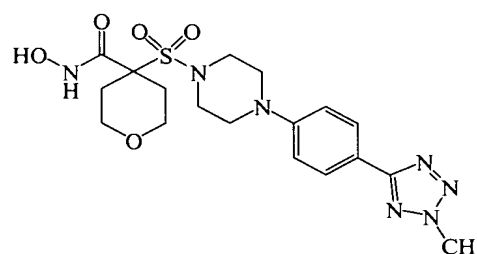
(136-3),



(136-4),



(136-5), and



(136-6).

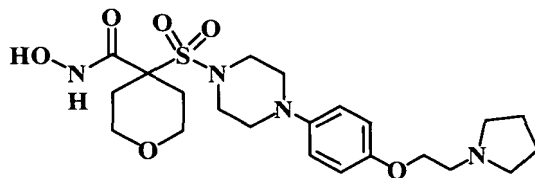
137. A compound or salt thereof according to claim 126, wherein E³ is selected from the group consisting of heterocycloalkyl and heterocycloalkylalkyl, wherein:

the heterocycloalkyl and heterocycloalkylalkyl optionally are substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino (optionally substituted with up to two substituents independently selected from alkyl and carbocyclylalkyl), alkyl, alkoxy, alkylthio, carbocyclyl, and carbocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino.

5

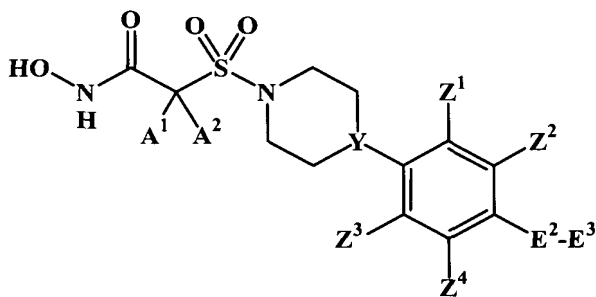
138. A compound or salt thereof according to claim 137, wherein the compound corresponds in structure to a formula selected from the group consisting of:



(138-1).

10

139. A compound or a salt thereof, wherein:
the compound corresponds in structure to the following formula:



(139-1); and

as to A^1 and A^2 :

15

A^1 and A^2 , together with the carbon to which they are bonded, form heterocyclyl or carbocyclyl, wherein:

the heterocyclyl and carbocyclyl optionally are substituted with up to 3 independently selected R^x substituents, or

20

A^1 and A^2 are independently selected from the group consisting of hydrogen, alkyl, alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkenyl, carbocyclylalkynyl, carbocycloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylalkylthio, carbocyclylthioalkyl,

carbocyclalkylthioalkyl, heterocycl, heterocyclalkyl, heterocyclalkenyl,
heterocyclalkynyl, heterocycloxyalkyl, heterocyclalkoxyalkyl,
heterocyclalkylthio, heterocyclthioalkyl, and heterocyclalkylthioalkyl,
wherein:

5 any member of such group optionally is substituted with up to 3
 independently selected R^x substituents; and

 each R^x is independently selected from the group consisting of halogen, cyano,
hydroxy, nitro, nitroso, oxo, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, alkoxyalkoxy,
R^a-oxyalkyl, alkenyloxy, alkynyloxy, alkylthio, alkylsulfonyl, R^aR^a-amino,

10 R^aR^a-aminoalkyl, R^aR^a-aminoalkoxy, R^aR^a-aminoalkyl(R^a)amino, R^aR^a-aminosulfonyl,
carbocycl, carbocyclalkyl, carbocycloxy, carbocycloxyalkoxy, carbocyclthio,
carbocyclsulfonyl, heterocycl, heterocyclalkyl, heterocycloxy,
heterocycloxyalkoxy, heterocyclthio, and heterocyclsulfonyl, wherein:

 any member of such group optionally is substituted with one or more
15 substituents independently selected from the group consisting of halogen, hydroxy,
cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl,
alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

 any member of such group optionally is substituted with one or
 more substituents independently selected from the group consisting of
20 halogen and hydroxy, and

 the amino optionally is substituted by up to 2 independently
 selected alkyl; and

 Y is selected from the group consisting of nitrogen and carbon bonded to
hydrogen; and

25 E² is selected from the group consisting of -O-, -C(O)-, -C(O)-O-, -O-C(O)-,
-N(R^a)-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -C(O)-N(R^a)-N(R^a)-C(O)-, -S-, -S(O)-, -S(O)₂-,
-N(R^a)-S(O)₂-, -S(O)₂-N(R^a)-, -O-S(O)₂-, -S(O)₂-O-, -C(NH)-, -C(NOH)-, and a bond;
and

E³ is selected from the group consisting cyano, alkyl, alkenyl, alkynyl, alkoxyalkyl, alkoxyalkoxyalkyl, alkylthioalkyl, alkylthioalkylthioalkyl, alkylthioalkoxyalkyl, and alkoxyalkylthioalkyl, wherein:

the alkyl, alkenyl, alkynyl, alkoxyalkyl, alkoxyalkoxyalkyl, alkylthioalkyl, alkylthioalkylthioalkyl, alkylthioalkoxyalkyl, and alkoxyalkylthioalkyl are substituted with one or more cyano; and

each R^a is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl, carbocyclylalkyl, carbocycloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl, carbocyclylsulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocycloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonyl, heterocyclylsulfonylalkyl, aminoalkyl, aminosulfonyl, aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein any member of such group optionally is substituted:

on any carbon atom(s) capable of such substitution with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino, and

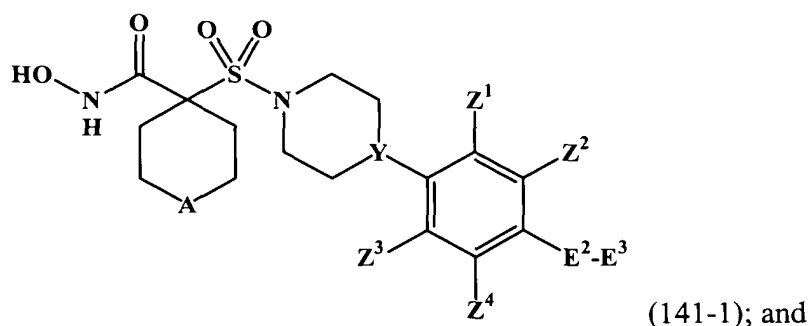
on any amino nitrogen atom with up to 2 substituents independently selected from the group consisting of alkyl, alkylcarbonyl, carbocyclyl, and carbocyclylalkyl; and

Z¹, Z², Z³, and Z⁴ are independently selected from the group consisting of hydrogen, halogen, hydroxy, amino, mono-alkylamino, di-alkylamino, nitro, nitroso, alkyl, alkoxy, alkoxyalkyl, and alkylthio, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino.

140. A compound or salt thereof according to claim 139, wherein E² is a bond.

141. A compound or salt thereof according to claim 139, wherein:
the compound corresponds in structure to the following formula:



A is selected from the group consisting of -O-, -N(H)-, -N(R^x)-, -S-, -S(O)-, and
5 -S(O)₂-; and

R^x is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxyalkyl,
R^a-oxyalkyl, alkylsulfonyl, R^aR^a-aminoalkyl, carbocyclyl, carbocyclylalkyl,
carbocyclylsulfonyl, heterocyclyl, heterocyclylalkyl, and heterocyclylsulfonyl, wherein:

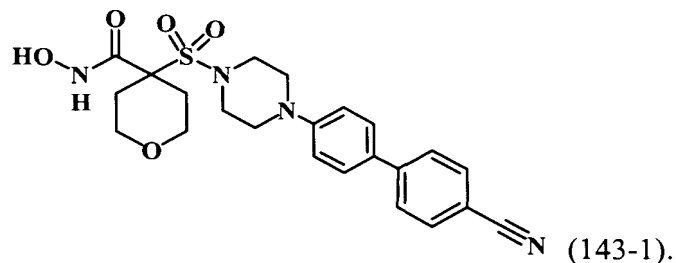
any member of such group optionally is substituted with one or more
10 substituents independently selected from the group consisting of halogen, hydroxy,
cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl,
alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

any member of such group optionally is substituted with one or
more substituents independently selected from the group consisting of
15 halogen and hydroxy, and

the amino optionally is substituted by up to 2 independently
selected alkyl.

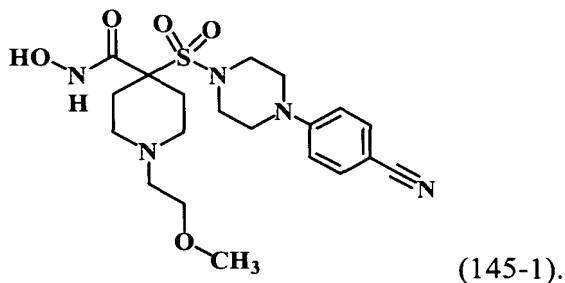
142. A compound or salt thereof according to claim 141, wherein -E²-E³ is
20 cyanoaryl.

143. A compound or salt thereof according to claim 142, wherein the compound corresponds in structure to the following formula:

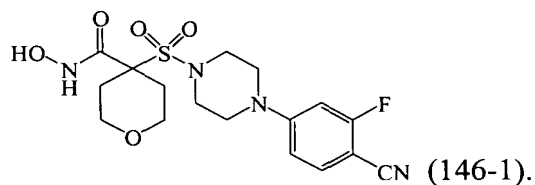


5 144. A compound or salt thereof according to claim 141, wherein -E²-E³ is cyano.

145. A compound or salt thereof according to claim 144, wherein the compound corresponds in structure to the following formula:

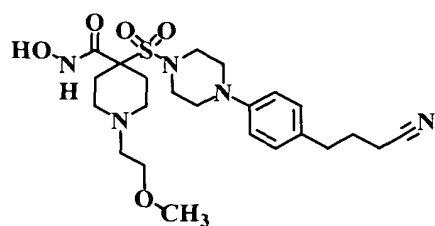


10 146. A compound or salt thereof according to claim 144, wherein the compound corresponds in structure to the following formula:

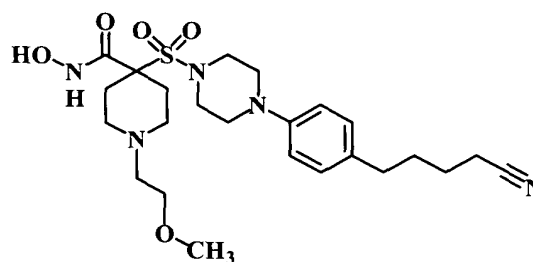


15 147. A compound or salt thereof according to claim 141, wherein E³ is cyanoalkyl.

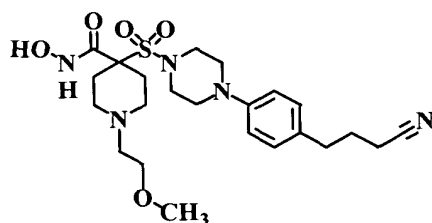
148. A compound or salt thereof according to claim 147, wherein the compound corresponds in structure to a formula selected from the group consisting of:



(148-1),



(148-2), and

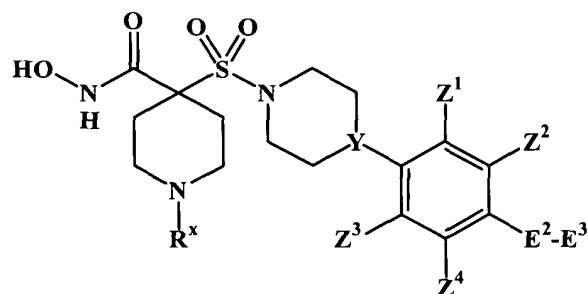


(148-3).

149. A compound or a salt thereof, wherein:

5

the compound corresponds in structure to the following formula:



(149-1); and

R^x is selected from the group consisting of R^C -oxyalkyl, $R^C R^C$ -aminoalkyl, carbocyclyl, carbocyclylalkyl, and carbocyclylsulfonyl, wherein:

10 the carbocyclyl and the carbocyclyl of the carbocyclylalkyl, carbocyclyloxy, carbocyclyloxyalkoxy, carbocyclylthio, and carbocyclylsulfonyl are substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

the amino optionally is substituted with up to 2 independently selected alkyl; and

Y is selected from the group consisting of nitrogen and carbon bonded to hydrogen; and

E² is selected from the group consisting of -O-, -C(O)-, -C(O)-O-, -O-C(O)-, -N(R^a)-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -C(O)-N(R^a)-N(R^a)-C(O)-, -S-, -S(O)-, -S(O)₂-, -N(R^a)-S(O)₂-, -S(O)₂-N(R^a)-, -O-S(O)₂-, -S(O)₂-O-, -C(NH)-, -C(NOH)-, and a bond; and

E³ is selected from the group consisting of hydrogen, halogen, cyano, alkyl, alkenyl, alkynyl, alkoxyalkyl, alkoxyalkoxyalkyl, alkylthioalkyl, alkylthioalkylthioalkyl, alkylthioalkoxyalkyl, alkoxyalkylthioalkyl, aminoalkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino (optionally substituted with up to two substituents independently selected from alkyl and carbocyclylalkyl), alkyl, alkoxy, alkylthio, carbocyclyl, and carbocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

each R^a is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl, carbocyclylsulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkoxyalkyl,

heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonyl, heterocyclylsulfonylalkyl, aminoalkyl, aminosulfonyl, aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein any member of such group optionally is substituted:

- 5 on any carbon atom(s) capable of such substitution with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino, and
- on any amino nitrogen atom with up to 2 substituents independently selected from the group consisting of alkyl, alkylcarbonyl, carbocyclyl, and
- 10 carbocyclylalkyl; and
- each R^c is independently selected from the group consisting of carbocyclyl, carbocyclylalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl, and carbocyclylsulfonylalkyl, wherein:
- 15 the carbocyclyl and the carbocyclyl of the carbocyclylalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl, and carbocyclylsulfonylalkyl are substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano,
- 20 carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino; and
- Z¹, Z², Z³, and Z⁴ are independently selected from the group consisting of hydrogen, halogen, hydroxy, amino, mono-alkylamino, di-alkylamino, nitro, nitroso, alkyl, alkoxy, alkoxyalkyl, and alkylthio, wherein:
- any member of such group optionally is substituted with one or more
- 25 substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino.

150. A compound or salt thereof according to claim 149, wherein:

- R^x is selected from the group consisting of R^c-oxyalkyl, R^cR^c-aminoalkyl, phenyl,
- 30 phenylalkyl, and phenylsulfonyl, wherein:

the phenyl and the phenyl of the phenylalkyl, phenyloxy, phenyloxyalkoxy, phenylthio, and phenylsulfonyl are substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

the amino optionally is substituted with up to 2 independently selected alkyl; and

each R^c is independently selected from the group consisting of phenyl, phenylalkyl, phenyloxyalkyl, phenylalkoxyalkyl, phenylthioalkyl, phenylthioalkenyl, phenylsulfoxidoalkyl, phenylsulfonyl, and phenylsulfonylalkyl, wherein:

the phenyl and the phenyl of the phenylalkyl, phenyloxyalkyl, phenylalkoxyalkyl, phenylthioalkyl, phenylthioalkenyl, phenylsulfoxidoalkyl, phenylsulfonyl, and phenylsulfonylalkyl are substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, and nitroso.

151. A compound or salt thereof according to claim 150, wherein R^x is phenyl substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, C₁-C₆-alkyl, C₁-C₆-alkoxy, C₁-C₆-alkoxy-C₁-C₆-alkyl, and C₁-C₆-alkoxy-C₁-C₆-alkoxy, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

the amino optionally is substituted with up to 2 independently selected C₁-C₆-alkyl.

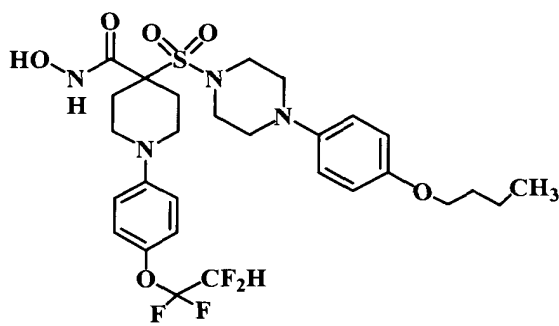
152. A compound or salt thereof according to claim 151, wherein R^x is phenyl substituted with one or more substituents independently selected from the group consisting

of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, C₁-C₂-alkyl, C₁-C₂-alkoxy, C₁-C₂-alkoxy-C₁-C₂-alkyl, and C₁-C₂-alkoxy-C₁-C₂-alkoxy, wherein:

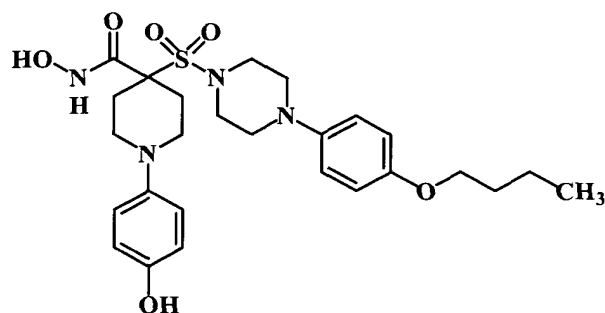
any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

the amino optionally is substituted with up to 2 independently selected C₁-C₂-alkyl.

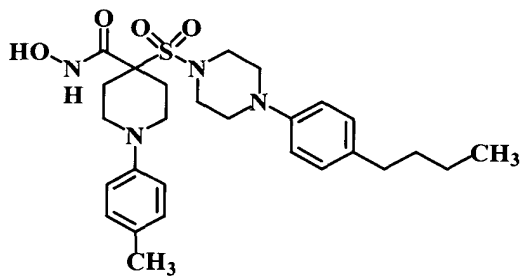
153. A compound or salt thereof according to claim 152, wherein the compound corresponds in structure to a formula selected from the group consisting of:



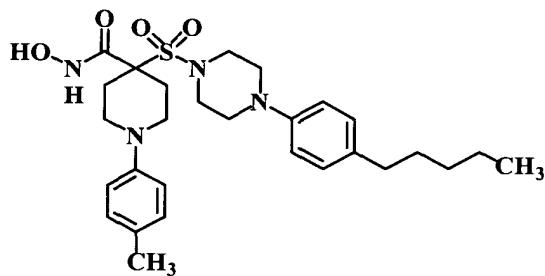
(153-1),



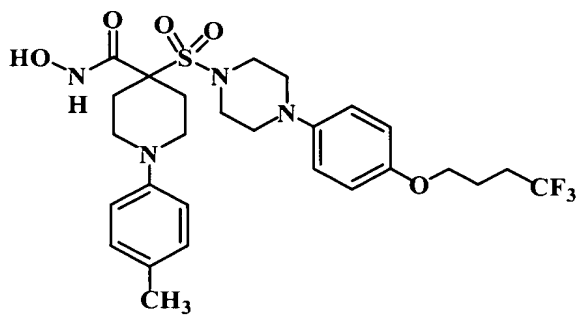
(153-2),



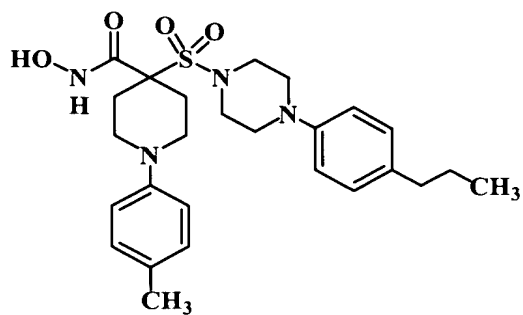
(153-3),



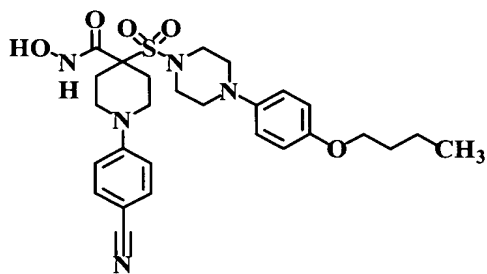
(153-4),



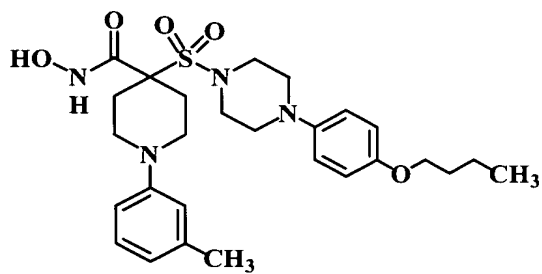
(153-5),



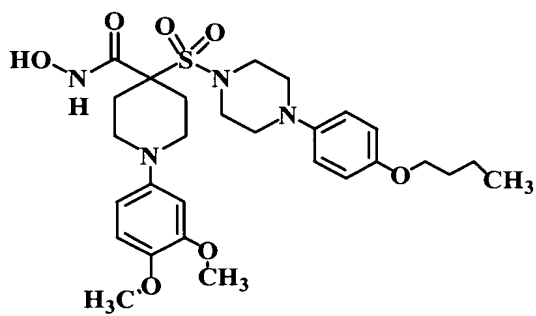
(153-6),



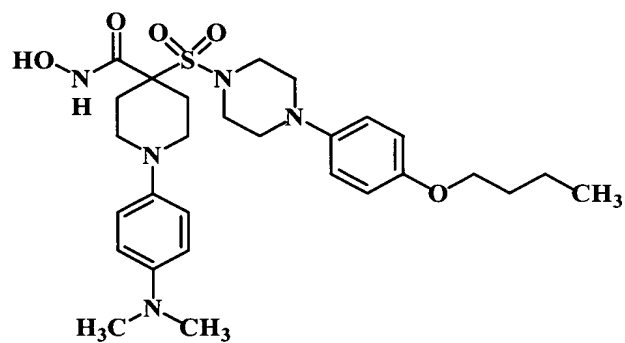
(153-7),



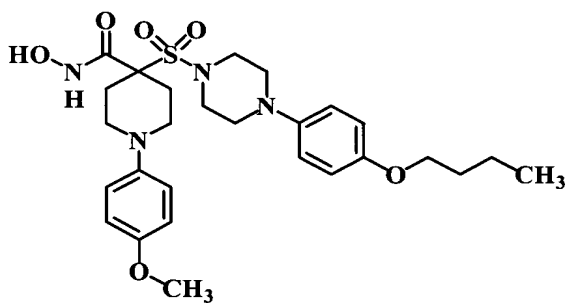
(153-8),



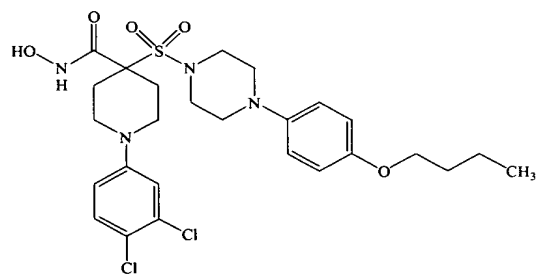
(153-9),



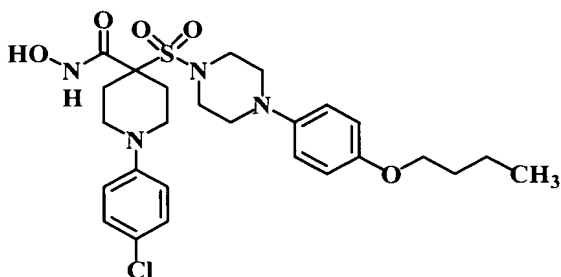
(153-10),



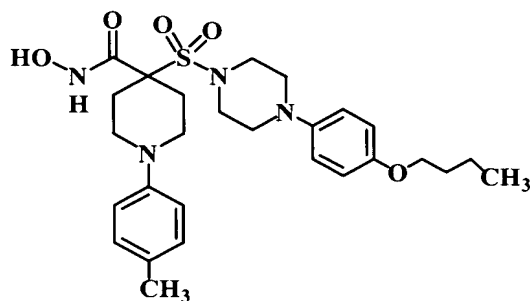
(153-11),



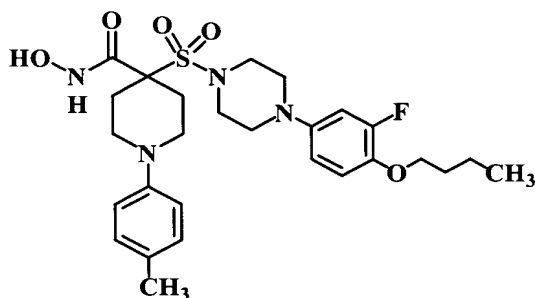
(153-12),



(153-13),



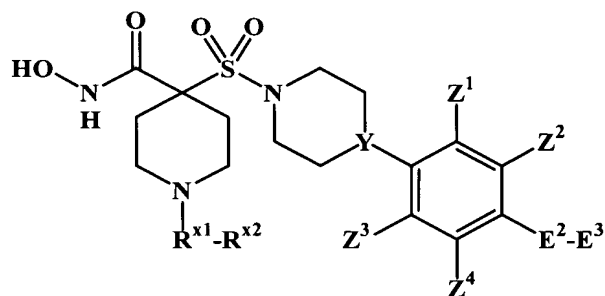
(153-14), and



(153-15).

154. A compound or a salt thereof, wherein:

the compound corresponds in structure to the following formula:



(154-1); and

5 R^{x1} is selected from the group consisting of $-C(O)-$, $-C(S)-$, $-C(NR^b)-$, and $-S(O)_2-$;
and

R^b is selected from the group consisting of hydrogen and hydroxy; and

R^{x2} is selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl,
alkynyl, alkoxy, alkoxyalkyl, alkoxyalkoxy, R^a -oxyalkyl, alkenyloxy, alkynyloxy,

10 R^aR^a -amino, R^aR^a -aminoalkyl, R^aR^a -aminoalkoxy, R^aR^a -aminoalkyl(R^a)amino,

carbocyclyl, carbocyclylalkyl, carbocyclyloxy, carbocyclyloxyalkoxy, heterocyclyl, heterocyclylalkyl, heterocyclyloxy, and heterocyclyloxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy; and

Y is selected from the group consisting of nitrogen and carbon bonded to hydrogen; and

E² is selected from the group consisting of -O-, -C(O)-, -C(O)-O-, -O-C(O)-, -N(R^a)-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -C(O)-N(R^a)-N(R^a)-C(O)-, -S-, -S(O)-, -S(O)₂-, -N(R^a)-S(O)₂-, -S(O)₂-N(R^a)-, -O-S(O)₂-, -S(O)₂-O-, -C(NH)-, -C(NOH)-, and a bond;

and

E³ is selected from the group consisting of hydrogen, halogen, cyano, alkyl, alkenyl, alkynyl, alkoxyalkyl, alkoxyalkoxyalkyl, alkylthioalkyl, alkylthioalkylthioalkyl, alkylthioalkoxyalkyl, alkoxyalkylthioalkyl, aminoalkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino (optionally substituted with up to two substituents independently selected from alkyl and carbocyclylalkyl), alkyl, alkoxy, alkylthio, carbocyclyl, and carbocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

each R^a is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl,

alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl,
carbocyclylalkyl, carbocycliloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl,
carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl,
carbocyclylsulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocycliloxyalkyl,
5 heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl,
heterocyclylsulfonyl, heterocyclylsulfonylalkyl, aminoalkyl, aminosulfonyl,
aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein any member of such group
optionally is substituted:

on any carbon atom(s) capable of such substitution with one or more
10 substituents independently selected from the group consisting of halogen, hydroxy,
cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino, and
on any amino nitrogen atom with up to 2 substituents independently
selected from the group consisting of alkyl, alkylcarbonyl, carbocyclyl, and
carbocyclylalkyl; and

15 Z^1 , Z^2 , Z^3 , and Z^4 are independently selected from the group consisting of
hydrogen, halogen, hydroxy, amino, mono-alkylamino, di-alkylamino, nitro, nitroso, alkyl,
alkoxy, alkoxyalkyl, and alkylthio, wherein:

any member of such group optionally is substituted with one or more
substituents independently selected from the group consisting of halogen, hydroxy,
20 cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino.

155. A compound or salt thereof according to claim 154, wherein $-E^2-E^3$ is
selected from the group consisting of n-pentyl and n-butoxy, wherein:

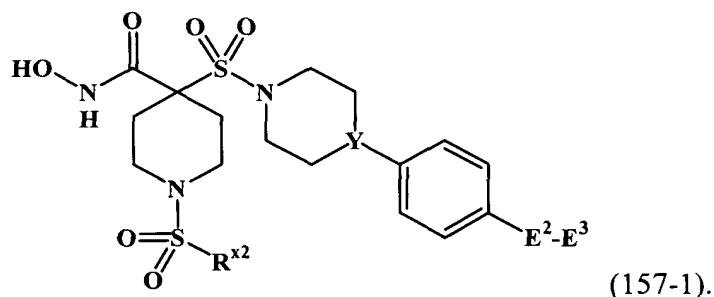
the n-pentyl and n-butoxy optionally are substituted with one or more
25 fluoro.

156. A compound or salt thereof according to claim 154, wherein R^{x2} is
selected from the group consisting of hydrogen, amino, alkyl, alkoxy, alkoxyalkyl,
alkoxyalkoxy, alkenyloxy, alkynyloxy, aminoalkyl, cycloalkyl, aryl, heterocycloalkyl, and
30 heteroaryl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, oxo, hydroxy, and alkyl, and

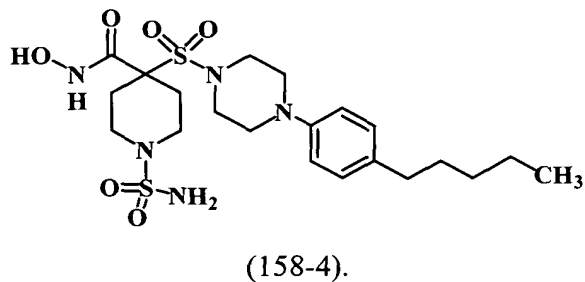
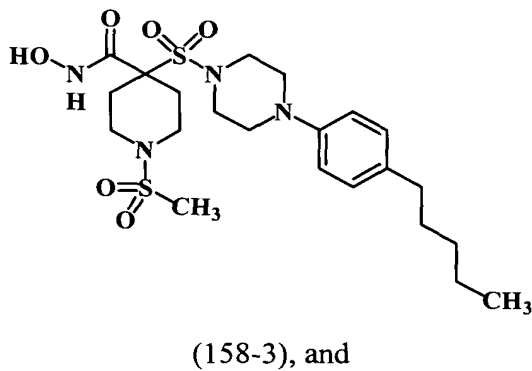
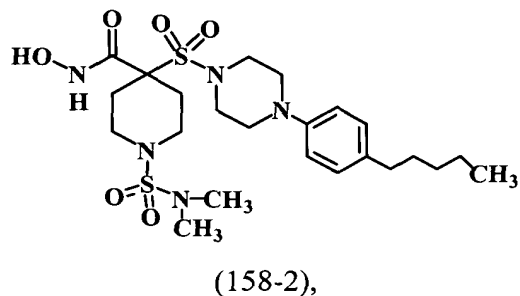
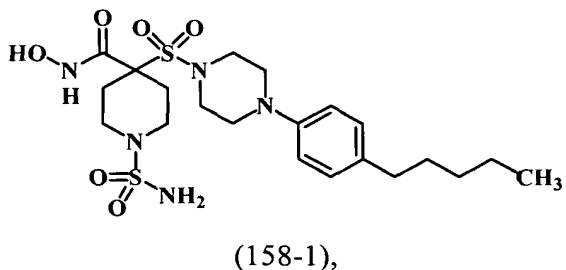
the amino optionally is substituted with up to two substituents independently selected from the group consisting of alkyl and alkoxyalkyl.

157. A compound or salt thereof according to claim 156, wherein the compound corresponds in structure to the following formula:



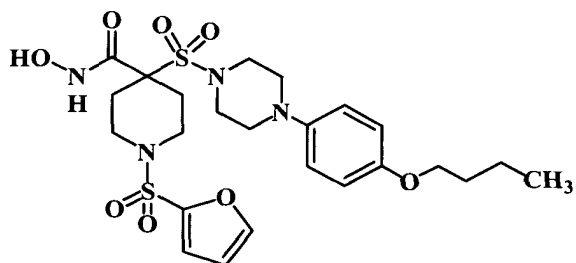
10

158. A compound or salt thereof according to claim 157, wherein the compound corresponds in structure to a formula selected from the group consisting of:



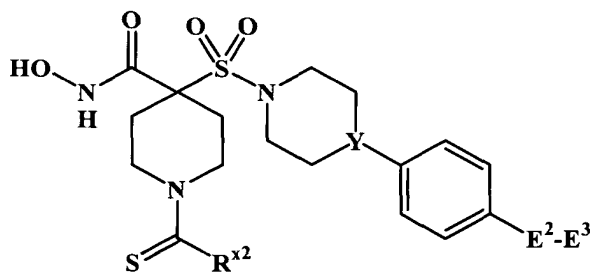
159. A compound or salt thereof according to claim 157, wherein R^{x2} is heteroaryl optionally substituted with one or more substituents independently selected from the group consisting of halogen, oxo, hydroxy, and alkyl.

5 160. A compound or salt thereof according to claim 159, wherein the compound corresponds in structure to the following formula:



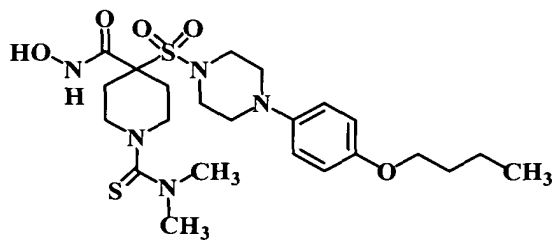
(160-1).

10 161. A compound or salt thereof according to claim 156, wherein the compound corresponds in structure to the following formula:



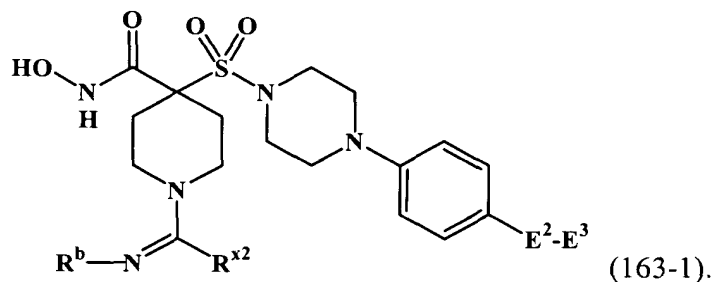
(161-1).

162. A compound or salt thereof according to claim 161, wherein the compound corresponds in structure to the following formula:

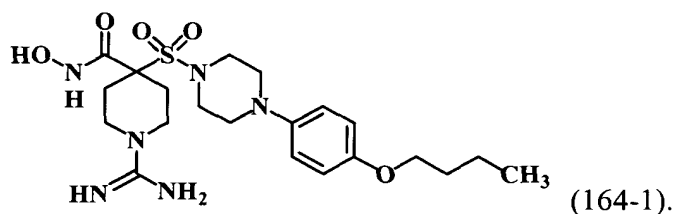


(162-1).

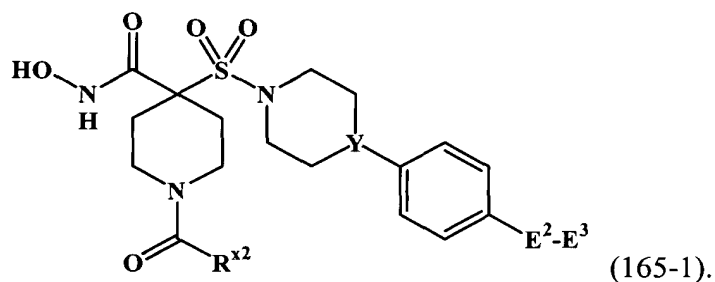
163. A compound or salt thereof according to claim 156, wherein the compound corresponds in structure to the following formula:



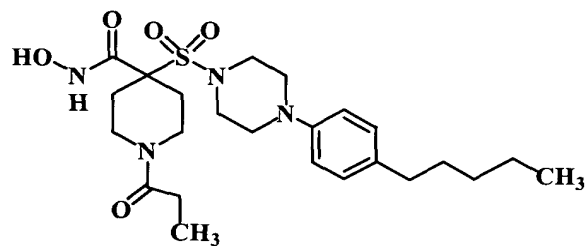
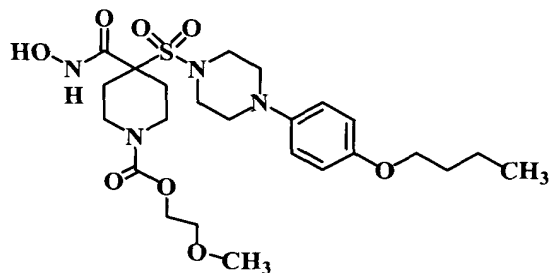
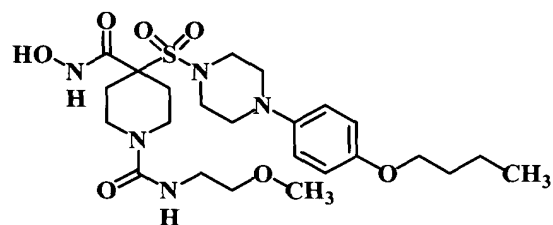
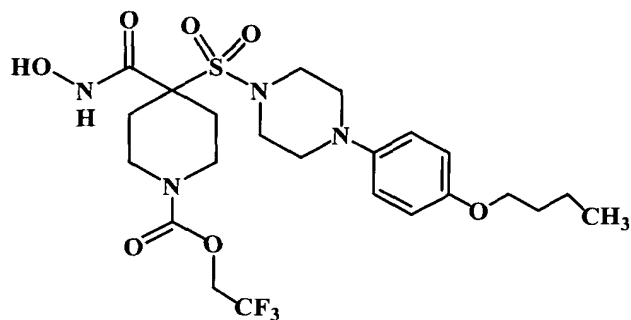
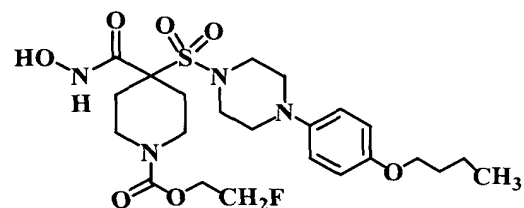
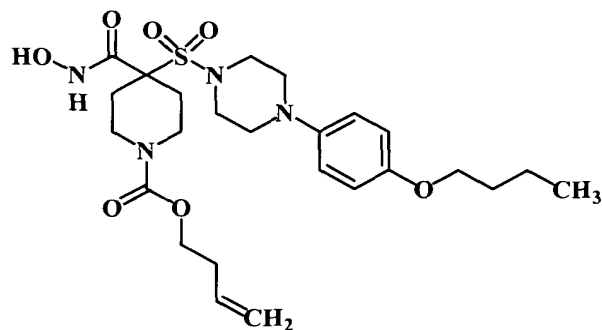
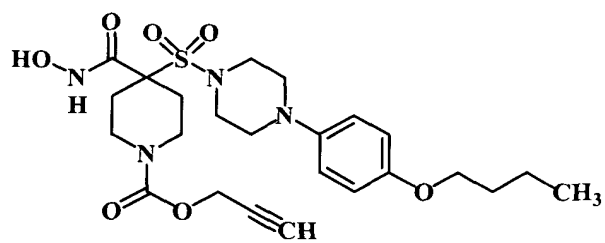
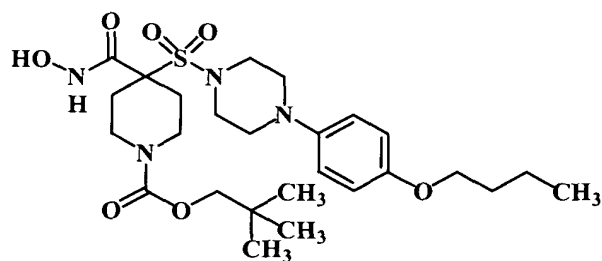
5 164. A compound or salt thereof according to claim 163, wherein the compound corresponds in structure to the following formula:

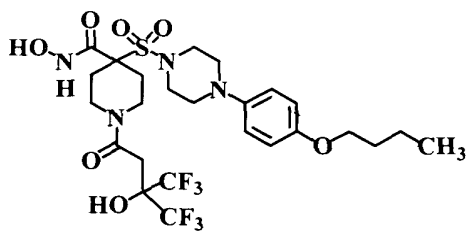


10 165. A compound or salt thereof according to claim 156, wherein the compound corresponds in structure to the following formula:

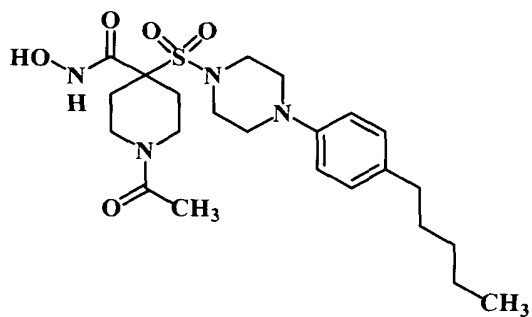


166. A compound or salt thereof according to claim 165, wherein the compound corresponds in structure to a formula selected from the group consisting of:

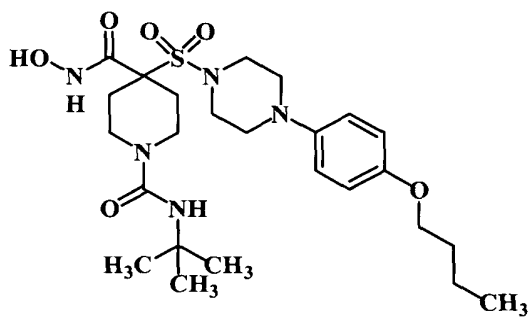




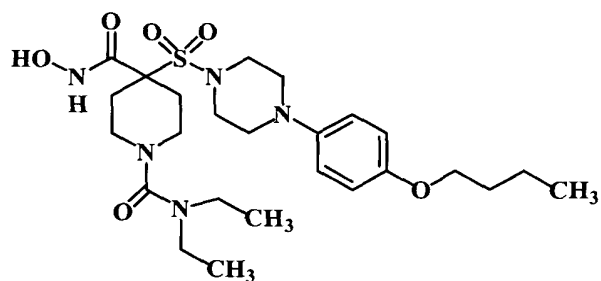
(166-9),



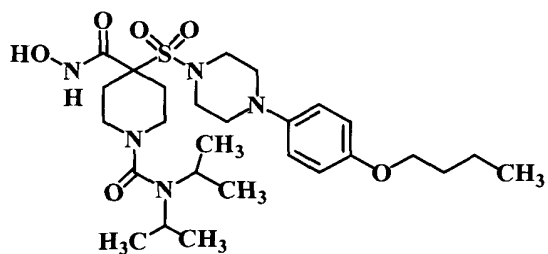
(166-10),



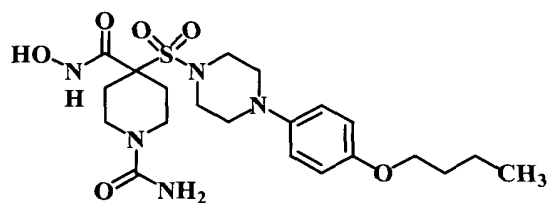
(166-11),



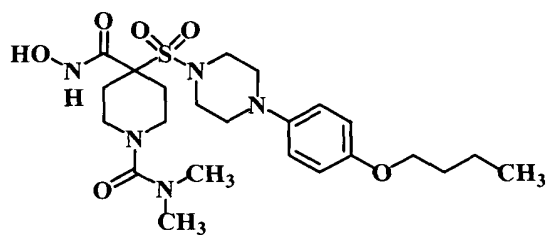
(166-12),



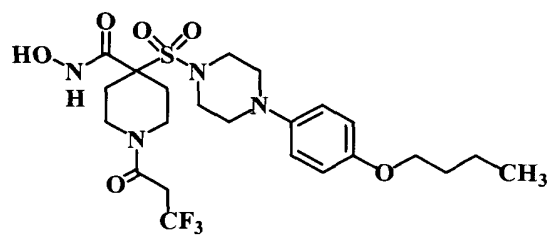
(166-13),



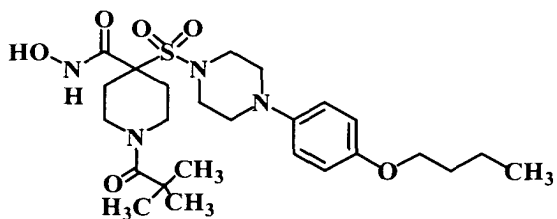
(166-14),



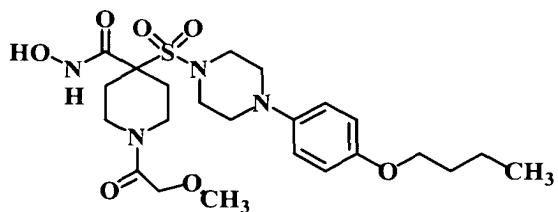
(166-15),



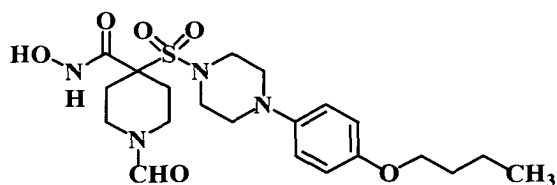
(166-16),



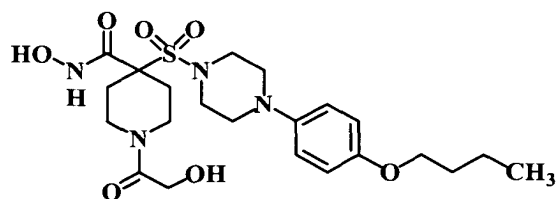
(166-17),



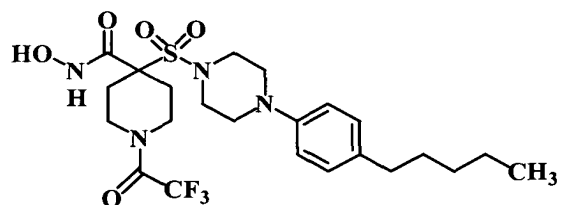
(166-18),



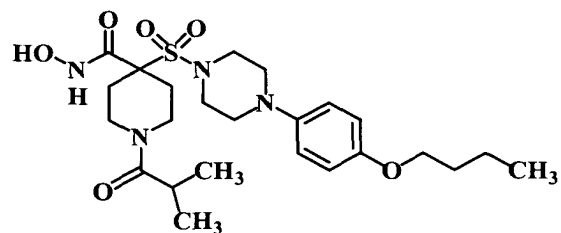
(166-19),



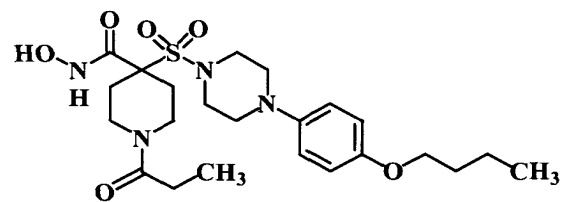
(166-20),



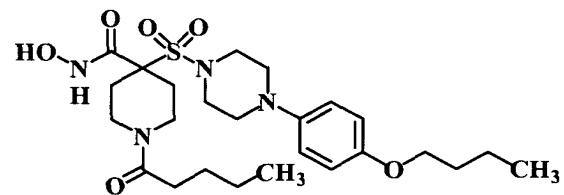
(166-21),



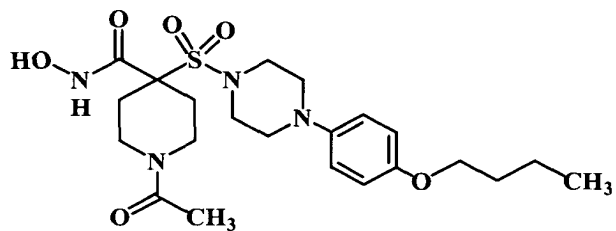
(166-22),



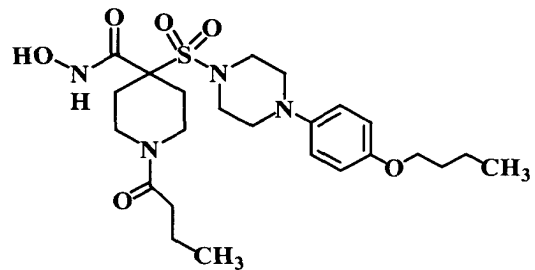
(166-23),



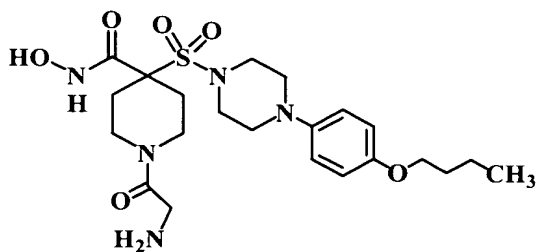
(166-24),



(166-25),



(166-26), and

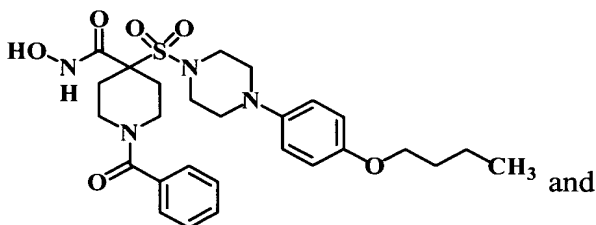


(166-27).

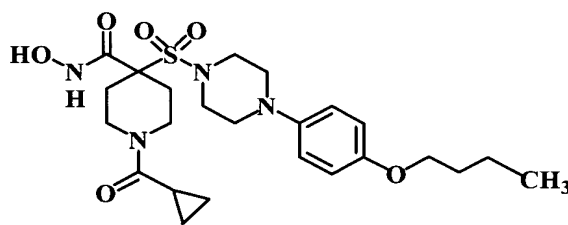
167. A compound or salt thereof according to claim 156, wherein R^{x2} is selected from the group consisting of cycloalkyl and aryl, wherein:

the cycloalkyl and aryl optionally are substituted with one or more substituents independently selected from the group consisting of halogen, oxo, hydroxy, and alkyl.

168. A compound or salt thereof according to claim 167, wherein the compound corresponds in structure to a formula selected from the group consisting of:



(168-1)

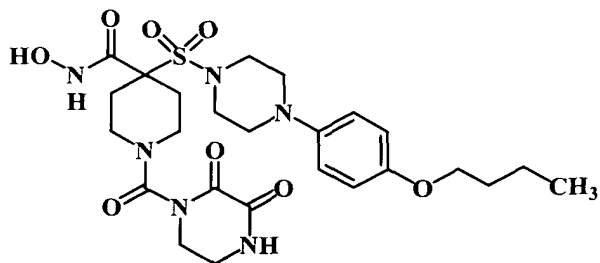


(168-2).

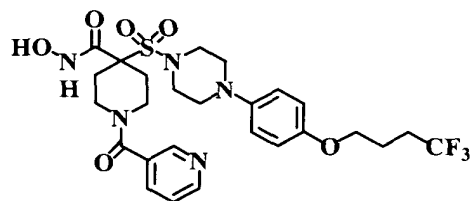
169. A compound or salt thereof according to claim 156, wherein R^{x2} is selected from the group consisting of heterocycloalkyl and heteroaryl, wherein:

the heterocycloalkyl and heteroaryl optionally are substituted with one or more substituents independently selected from the group consisting of halogen, oxo, hydroxy, and alkyl.

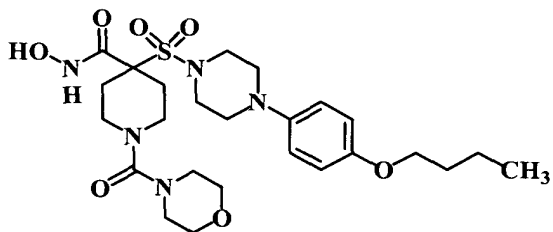
170. A compound or salt thereof according to claim 169, wherein the compound corresponds in structure to a formula selected from the group consisting of:



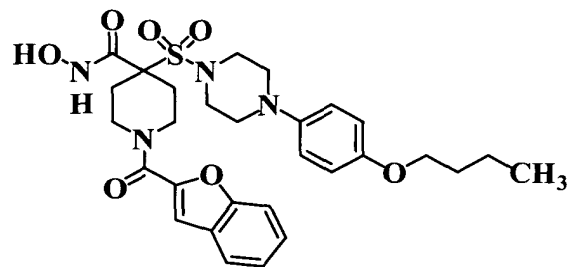
(170-1),



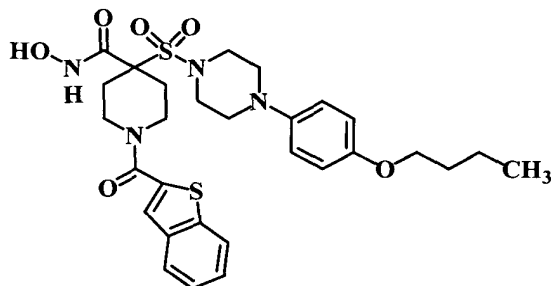
(170-2),



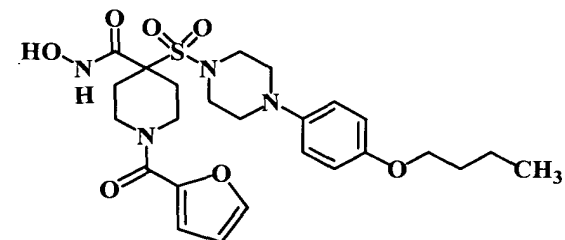
(170-3),



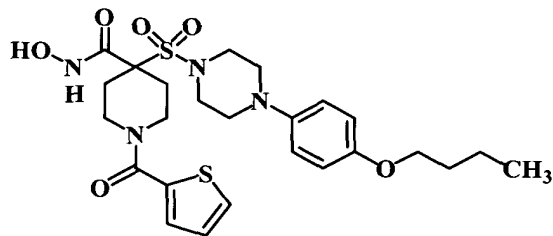
(170-4),



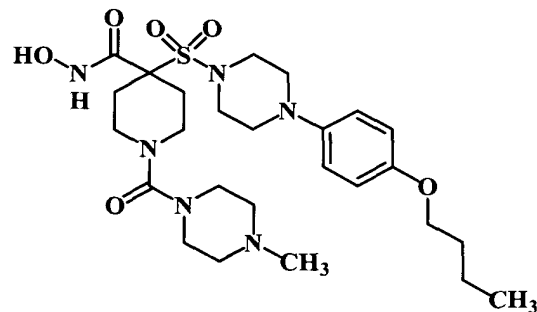
(170-5),



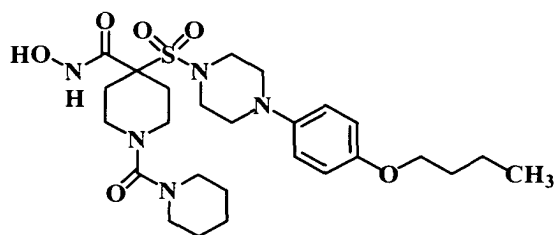
(170-6),



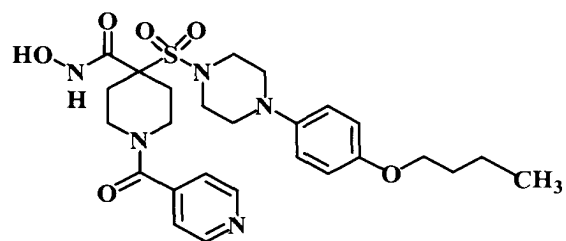
(170-7),



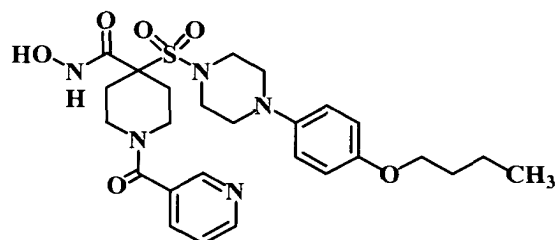
(170-8),



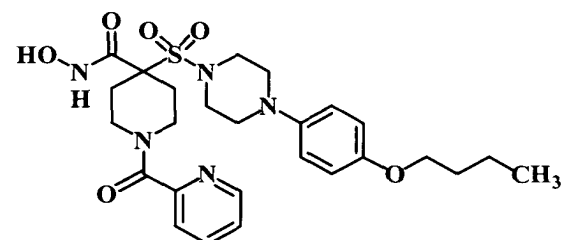
(170-9),



(170-10),



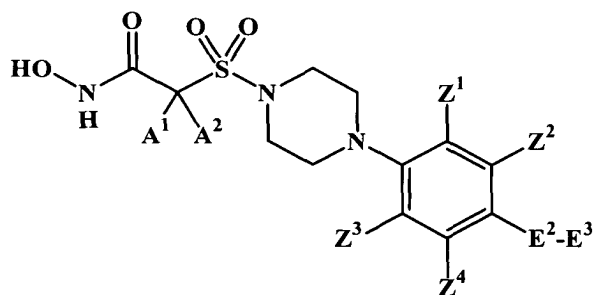
(170-11), and



(170-12).

171. A compound or a salt thereof, wherein:

the compound corresponds in structure to the following formula:



(171-1); and

5 as to A^1 and A^2 :

A¹ and A², together with the carbon to which they are bonded, form heterocyclyl or carbocyclyl, wherein:

the heterocyclyl and carbocyclyl optionally are substituted with up to 3 independently selected R^X substituents, or

10 A¹ and A² are independently selected from the group consisting of hydrogen, alkyl, alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkenyl, carbocyclylalkynyl, carbocycloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylalkylthio, carbocyclylthioalkyl,

carbocyclalkylthioalkyl, heterocyclyl, heterocyclalkyl, heterocyclalkenyl, heterocyclalkynyl, heterocycloxyalkyl, heterocyclalkoxyalkyl, heterocyclalkylthio, heterocyclthioalkyl, and heterocyclalkylthioalkyl, wherein:

any member of such group optionally is substituted with up to 3 independently selected R^x substituents; and

each R^x is independently selected from the group consisting of halogen, cyano, hydroxy, nitro, nitroso, oxo, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, alkoxyalkoxy, R^a-oxyalkyl, alkenyloxy, alkynyloxy, alkylthio, alkylsulfonyl, R^aR^a-amino,

10 R^aR^a-aminoalkyl, R^aR^a-aminoalkoxy, R^aR^a-aminoalkyl(R^a)amino, R^aR^a-aminosulfonyl, carbocyclyl, carbocyclylalkyl, carbocycloxy, carbocycloxyalkoxy, carbocyclylthio, carbocyclylsulfonyl, heterocyclyl, heterocyclylalkyl, heterocycloxy, heterocycloxyalkoxy, heterocyclylthio, and heterocyclylsulfonyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

the amino optionally is substituted by up to 2 independently selected alkyl; and

25 E² is selected from the group consisting of -O-, -C(O)-, -C(O)-O-, -O-C(O)-, -N(R^a)-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -C(O)-N(R^a)-N(R^a)-C(O)-, -S-, -S(O)-, -S(O)₂-, -N(R^a)-S(O)₂-, -S(O)₂-N(R^a)-, -O-S(O)₂-, -S(O)₂-O-, -C(NH)-, -C(NOH)-, and a bond; and

E³ is selected from the group consisting of hydrogen, halogen, cyano, alkyl, alkenyl, alkynyl, alkoxyalkyl, alkoxyalkoxyalkyl, alkylthioalkyl, alkylthioalkylthioalkyl, alkylthioalkoxyalkyl, alkoxyalkylthioalkyl, aminoalkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino (optionally substituted with up to two substituents independently selected from alkyl and carbocyclalkyl), alkyl, alkoxy, alkylthio, carbocycl, and carbocyclalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

each R^a is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocycl, carbocyclalkyl, carbocyclloxyalkyl, carbocyclalkoxyalkyl, carbocyclthioalkyl, carbocyclthioalkenyl, carbocyclsulfoxidoalkyl, carbocyclsulfonyl, carbocyclsulfonylalkyl, heterocycl, heterocyclalkyl, heterocyclloxyalkyl, heterocyclalkoxyalkyl, heterocyclthioalkyl, heterocyclsulfoxidoalkyl, heterocyclsulfonyl, heterocyclsulfonylalkyl, aminoalkyl, aminosulfonyl, aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein any member of such group optionally is substituted:

on any carbon atom(s) capable of such substitution with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino, and

on any amino nitrogen atom with up to 2 substituents independently selected from the group consisting of alkyl, alkylcarbonyl, carbocycl, and carbocyclalkyl; and

Z¹, Z², Z³, and Z⁴ are independently selected from the group consisting of hydrogen, halogen, hydroxy, amino, mono-alkylamino, di-alkylamino, nitro, nitroso, alkyl, alkoxy, alkoxyalkyl, and alkylthio, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino; and at least one of Z^1 , Z^2 , Z^3 , Z^4 , and $-E^2-E^3$ is halogen.

5

172. A compound or salt thereof according to claim 171, wherein E^3 is selected from the group consisting of hydrogen, halogen, cyano, C_1 - C_9 -alkyl, C_1 - C_9 -alkoxy- C_1 - C_9 -alkyl, C_3 - C_6 -cycloalkyl, C_3 - C_6 -cycloalkyl- C_1 - C_6 -alkyl, phenyl, C_1 - C_6 -alkylphenyl, C_1 - C_6 -alkoxyphenyl, phenyl- C_1 - C_6 -alkyl, heterocyclyl- C_1 - C_6 -alkyl, C_1 - C_6 -alkylheterocyclyl, and C_1 - C_6 -alkoxyheterocyclyl, wherein:

10

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and cyano, and

any heterocyclyl of E^3 has 5 to 10 ring members, and is optionally substituted with up to 2 oxo.

15

173. A compound or salt thereof according to claim 172, wherein $-E^2-E^3$ is selected from the group consisting of butyl, pentyl, ethoxy, propoxy, methoxyethoxy, cyclobutyloxy, butoxy, trifluoromethylpropoxy, cyclopropylmethoxy, and phenyl.

20

174. A compound or salt thereof according to claim 171, wherein R^x is selected from the group consisting of aldehydo, C_1 - C_6 -alkyl, C_3 - C_6 -alkynyl, C_1 - C_6 -alkylcarbonyl, C_1 - C_6 -alkoxycarbonyl, C_3 - C_6 -alkenyloxycarbonyl, C_3 - C_6 -alkynyloxycarbonyl, amino, amino- C_1 - C_6 -alkyl, aminocarbonyl, amino- C_1 - C_6 -alkylcarbonyl, amino(thiocarbonyl), aminosulfonyl, C_1 - C_6 -alkylaminocarbonyl, C_3 -cycloalkyl, C_3 -cycloalkyl- C_1 - C_6 -alkyl, C_3 -cycloalkylcarbonyl, phenyl, phenyl- C_1 - C_6 -alkyl, phenylcarbonyl, phenylsulfonyl, C_1 - C_6 -alkoxyphenyl, heterocyclyl, heterocyclyl- C_1 - C_6 -alkyl, heterocyclylcarbonyl, heterocyclylsulfonyl, and C_1 - C_6 -alkoxyheterocyclyl, wherein:

25

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, C_1 - C_6 -alkyl, and C_1 - C_6 -alkoxy, wherein:

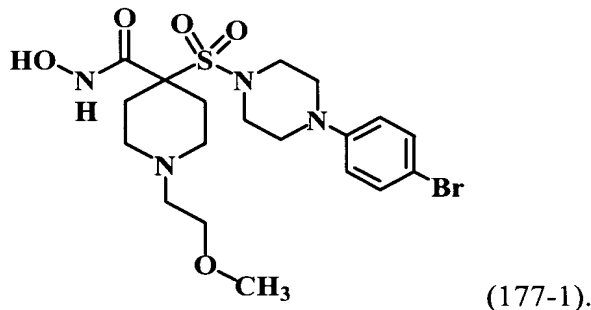
30

the alkyl and alkoxy are optionally substituted with one or more independently selected halogen,
any amino of R^x optionally is substituted with up to 2 independently selected C₁-C₆-alkyl, and
5 any heterocyclyl of R^x has 5 to 10 ring members, and optionally is substituted with up to 2 oxo.

175. A compound or salt thereof according to claim 174, wherein R^x is selected from the group consisting of butyl, methoxyethyl, cyclopropyl, methylphenyl,
10 phenylmethyl, pyridinyl, pyrimidinyl, and pyridinylmethyl.

176. A compound or salt thereof according to claim 171, wherein -E²-E³ is halogen.

15 177. A compound or salt thereof according to claim 176, wherein the compound corresponds in structure to the following formula:



178. A compound or salt thereof according to claim 171, wherein at least one
20 of Z¹, Z², Z³, and Z⁴ is halogen.

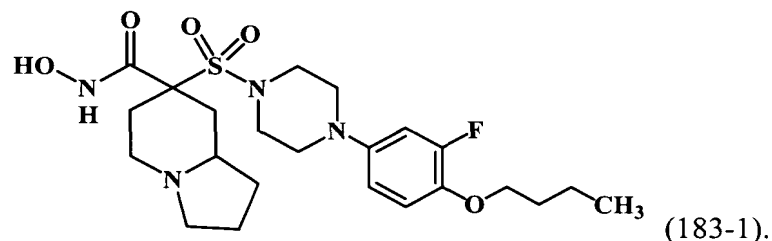
179. A compound or salt thereof according to claim 178, wherein Z¹, Z², Z³, and Z⁴ are independently selected from the group consisting of halogen and hydrogen.

180. A compound or salt thereof according to claim 179, wherein Z^1 , Z^2 , Z^3 , and Z^4 are independently selected from the group consisting of fluoro, chloro, and hydrogen.

5 181. A compound or salt thereof according to claim 180, wherein Z^1 , Z^2 , Z^3 , and Z^4 are independently selected from the group consisting of fluoro and hydrogen.

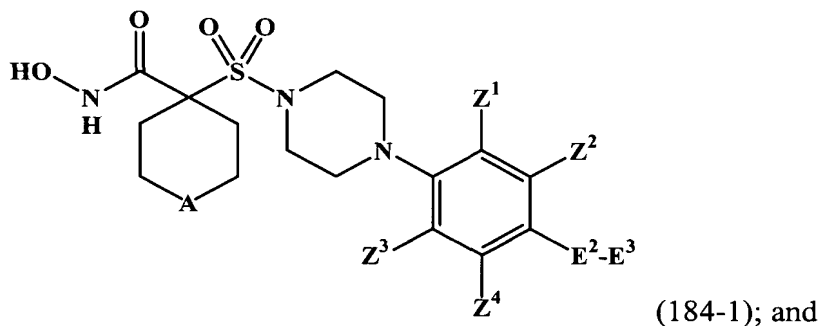
182. A compound or salt thereof according to claim 179, wherein A^1 and A^2 , together with the carbon to which they are bonded, form heterocycloalkyl optionally
10 substituted with up to 3 independently selected R^X substituents.

183. A compound or salt thereof according to claim 182, wherein the compound corresponds in structure to the following formula:



15

184. A compound or salt thereof according to claim 179, wherein:
the compound corresponds in structure to the following formula:



A is selected from the group consisting of -O-, -N(H)-, -N(R^X)-, -S-, -S(O)-, and
20 -S(O)₂-; and

R^X is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxyalkyl,

R^a-oxyalkyl, alkylsulfonyl, R^aR^a-aminoalkyl, carbocyclyl, carbocyclylalkyl, carbocyclylsulfonyl, heterocyclyl, heterocyclylalkyl, and heterocyclylsulfonyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

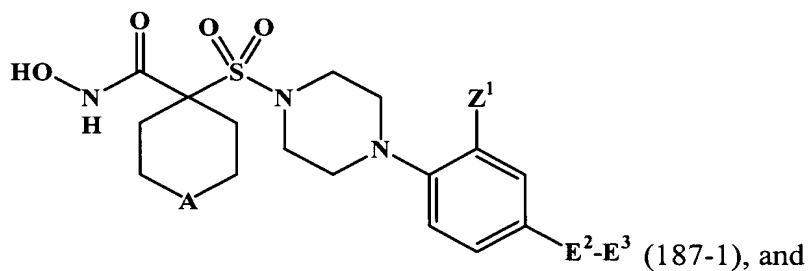
any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

the amino optionally is substituted by up to 2 independently selected alkyl.

185. A compound or salt thereof according to claim 184, wherein at least 2 of Z¹, Z², Z³, and Z⁴ are hydrogen.

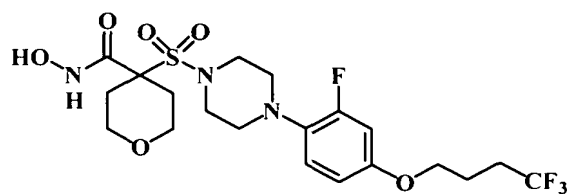
186. A compound or salt thereof according to claim 185, wherein: three of Z¹, Z², Z³, and Z⁴ are hydrogen; and one of Z¹, Z², Z³, and Z⁴ is halogen.

187. A compound or salt thereof according to claim 186, wherein: the compound corresponds in structure to the following formula:

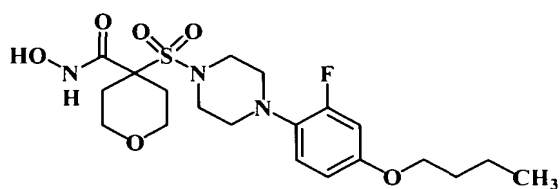


Z¹ is halogen.

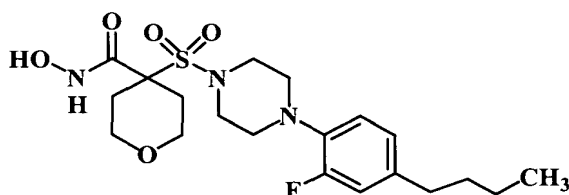
188. A compound or salt thereof according to claim 187, wherein the compound corresponds in structure to a formula selected from the group consisting of:



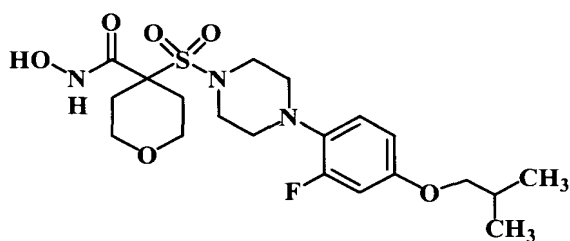
(188-1),



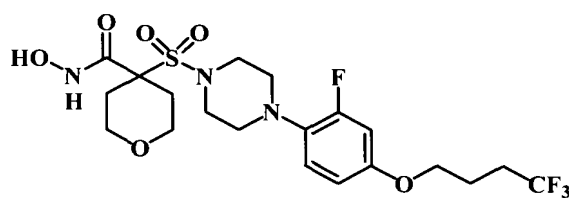
(188-2),



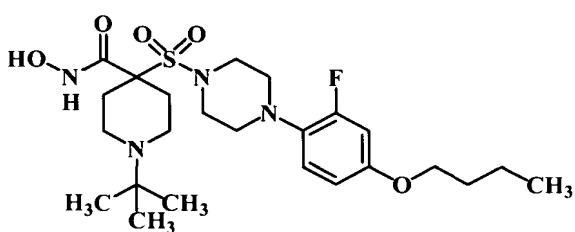
(188-3),



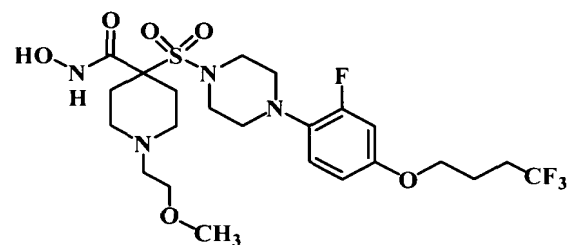
(188-4),



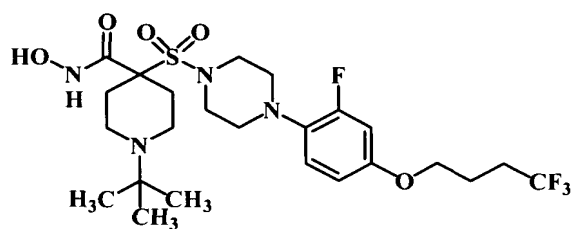
(188-5),



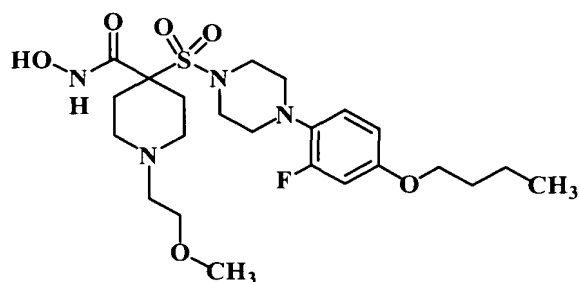
(188-6),



(188-7),

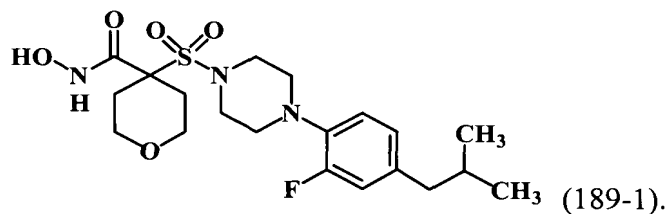


(188-8), and



(188-9).

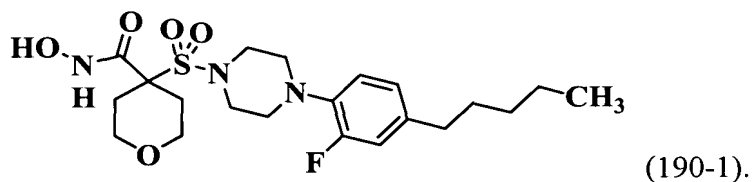
189. A compound or salt thereof according to claim 187, wherein the compound corresponds in structure to the following formula:



(189-1).

5

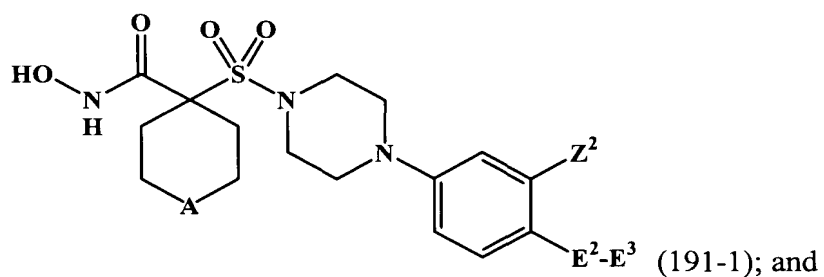
190. A compound or salt thereof according to claim 187, wherein the compound corresponds in structure to the following formula:



(190-1).

10

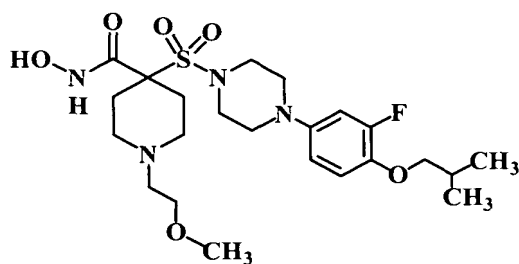
191. A compound or salt thereof according to claim 186, wherein: the compound corresponds in structure to the following formula:



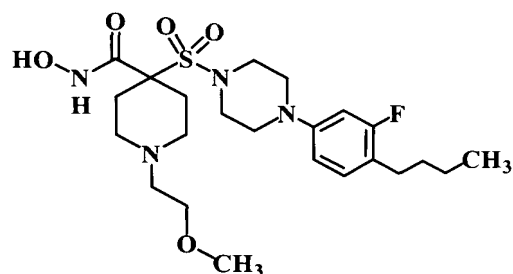
(191-1); and

Z^2 is halogen.

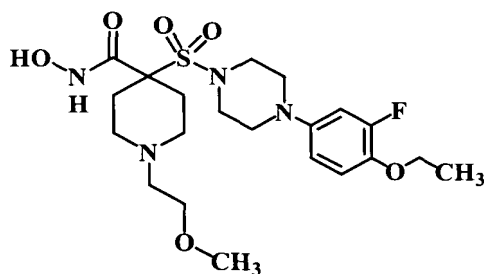
192. A compound or salt thereof according to claim 191, wherein the compound corresponds in structure to a formula selected from the group consisting of:



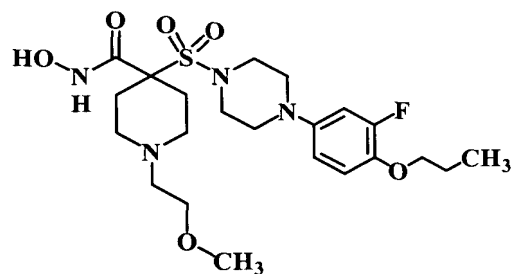
(192-1),



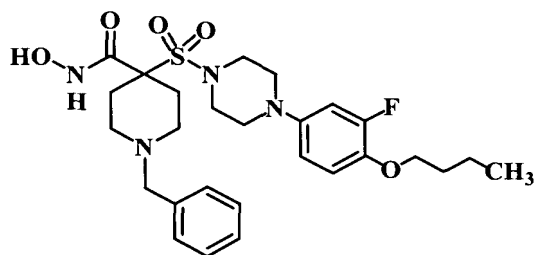
(192-2),



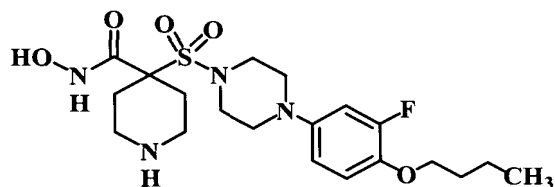
(192-3),



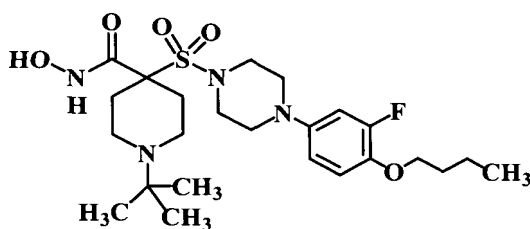
(192-4),



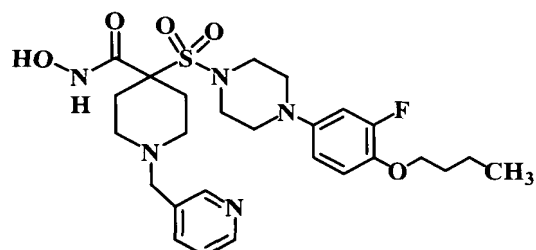
(192-5),



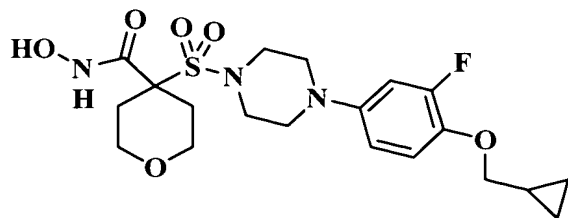
(192-6),



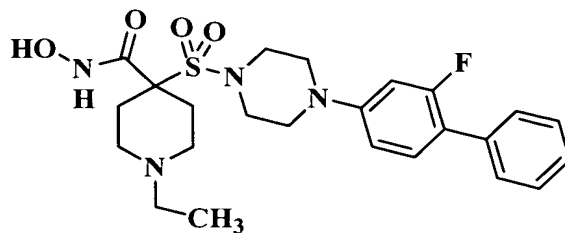
(192-7),



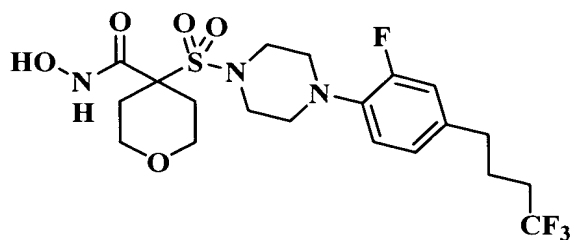
(192-8),



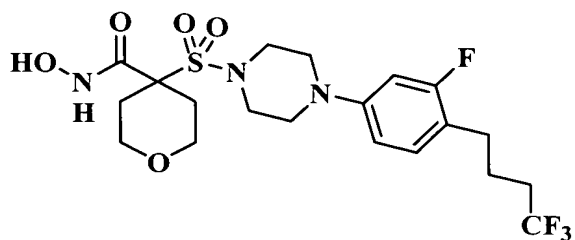
(192-9),



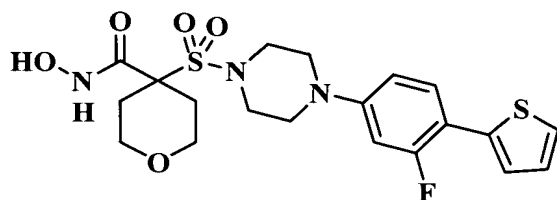
(192-10),



(192-11),

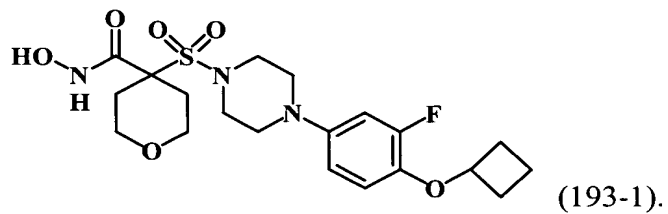


(192-12), and



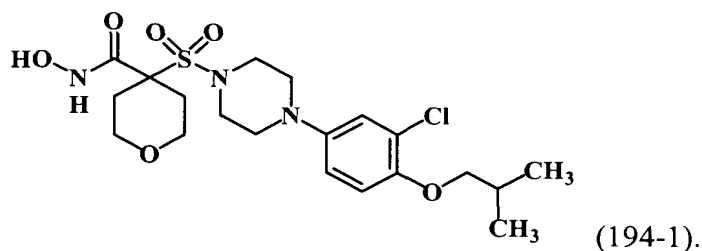
(192-13).

193. A compound or salt thereof according to claim 191, wherein the compound corresponds in structure to a formula selected from the group consisting of:

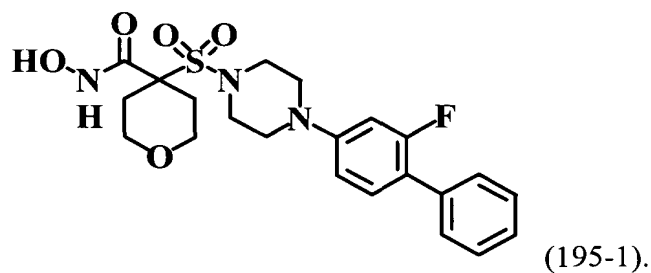


(193-1).

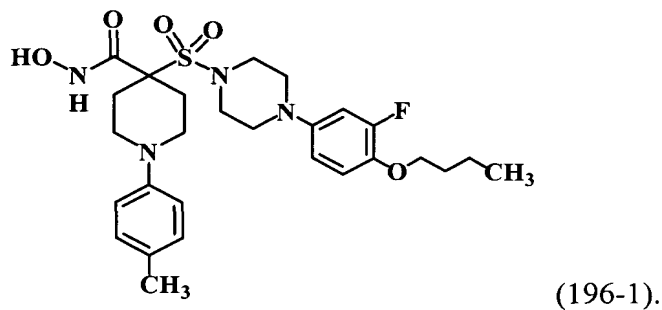
194. A compound or salt thereof according to claim 191, wherein the compound corresponds in structure to a formula selected from the group consisting of:



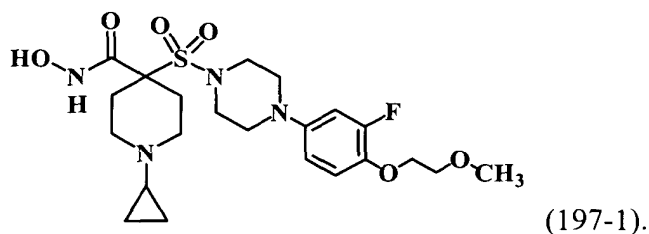
5 195. A compound or salt thereof according to claim 191, wherein the compound corresponds in structure to the following formula:



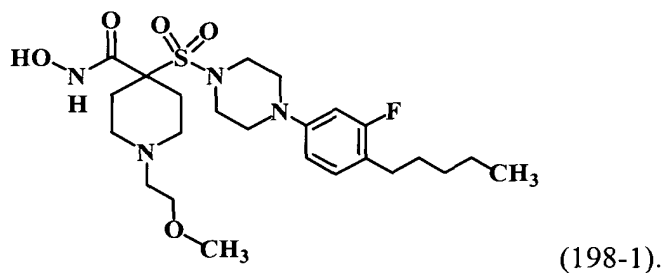
10 196. A compound or salt thereof according to claim 191, wherein the compound corresponds in structure to the following formula:



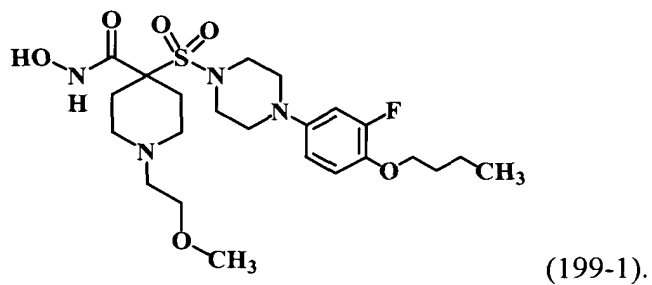
197. A compound or salt thereof according to claim 191, wherein the compound corresponds in structure to the following formula:



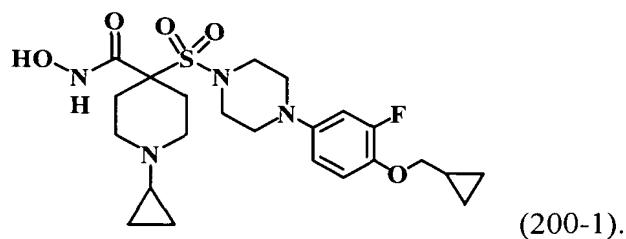
5 198. A compound or salt thereof according to claim 191, wherein the compound corresponds in structure to the following formula:



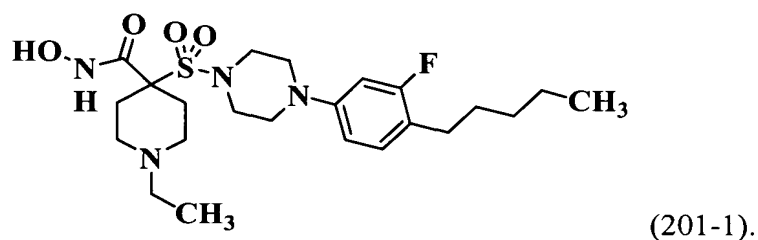
10 199. A compound or salt thereof according to claim 191, wherein the compound corresponds in structure to the following formula:



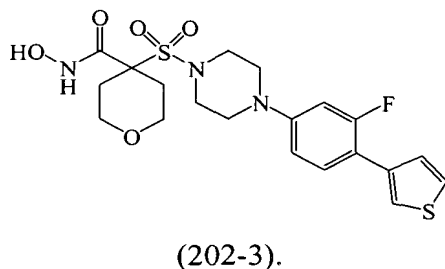
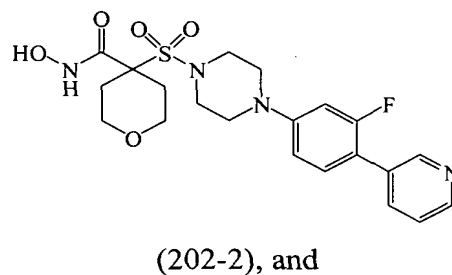
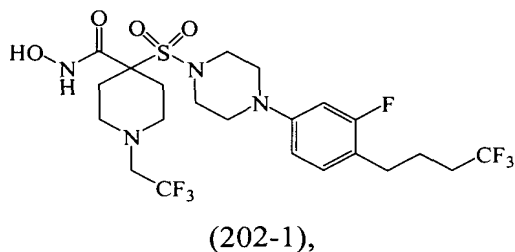
200. A compound or salt thereof according to claim 191, wherein the compound corresponds in structure to the following formula:



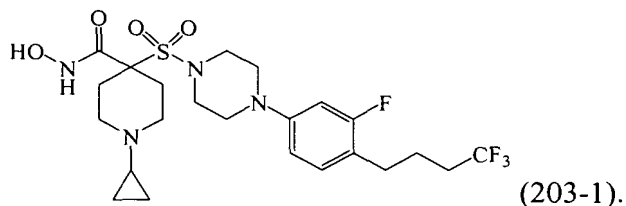
5 201. A compound or salt thereof according to claim 191, wherein the compound corresponds in structure to the following formula:



10 202. A compound or salt thereof according to claim 191, wherein the compound corresponds in structure to a formula selected from the group consisting of:

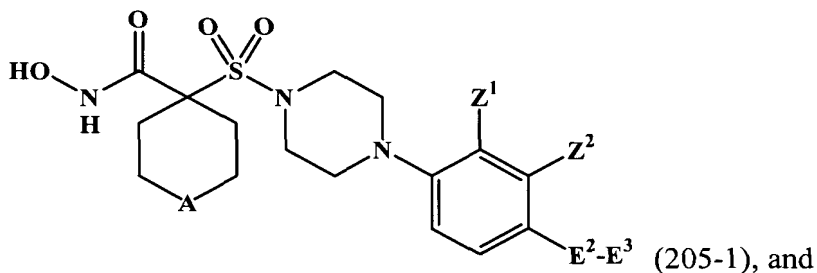


203. A compound or salt thereof according to claim 191, wherein the compound corresponds in structure to the following formula:



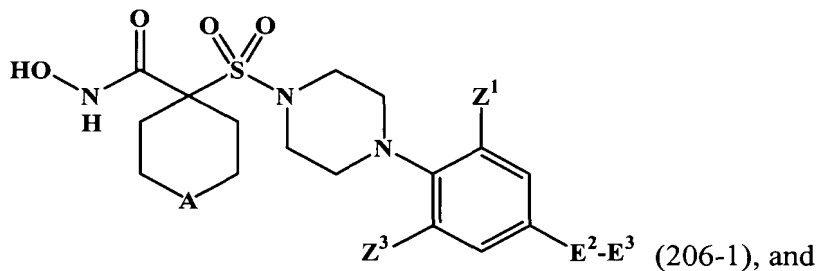
204. A compound or salt thereof according to claim 185, wherein:
two of Z¹, Z², Z³, and Z⁴ are hydrogen; and
two of Z¹, Z², Z³, and Z⁴ are halogen.

205. A compound or salt thereof according to claim 204, wherein:
the compound corresponds in structure to the following formula:



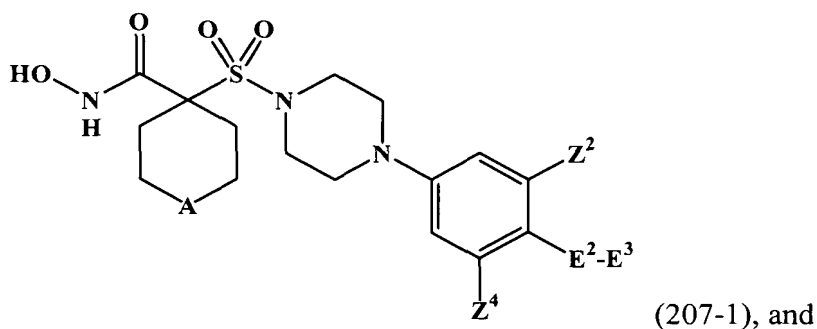
Z¹ and Z² are independently selected halogen.

206. A compound or salt thereof according to claim 204, wherein:
the compound corresponds in structure to the following formula:



Z¹ and Z³ are independently selected halogen.

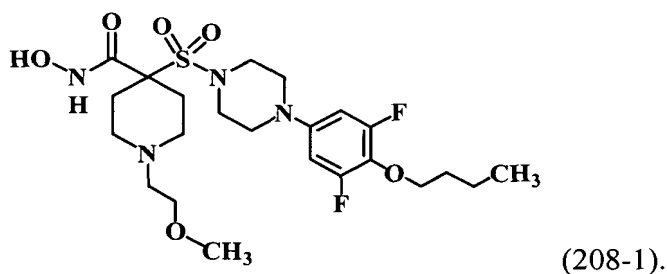
207. A compound or salt thereof according to claim 204, wherein:
the compound corresponds in structure to the following formula:



Z^2 and Z^4 are independently selected halogen.

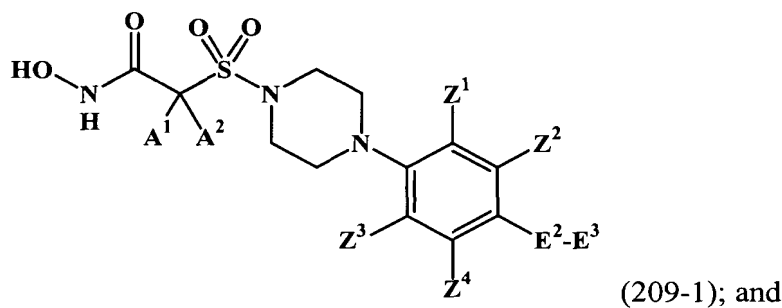
5

208. A compound or salt thereof according to claim 207, wherein the compound
corresponds in structure to the following formula:



10

209. A compound or a salt thereof, wherein:
the compound corresponds in structure to the following formula:



as to A^1 and A^2 :

A^1 and A^2 , together with the carbon to which they are bonded, form
heterocyclyl or carbocyclyl, wherein:

15

the heterocyclyl and carbocyclyl optionally are substituted with up to 3 independently selected R^X substituents, or

A¹ and A² are independently selected from the group consisting of hydrogen, alkyl, alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkenyl, carbocyclylalkynyl, carbocyclyoxyalkyl, carbocyclylalkoxyalkyl, carbocyclylalkylthio, carbocyclylthioalkyl, carbocyclylalkylthioalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkenyl, heterocyclylalkynyl, heterocyclyoxyalkyl, heterocyclylalkoxyalkyl, heterocyclylalkylthio, heterocyclylthioalkyl, and heterocyclylalkylthioalkyl, wherein:

any member of such group optionally is substituted with up to 3 independently selected R^X substituents; and

each R^X is independently selected from the group consisting of halogen, cyano, hydroxy, nitro, nitroso, oxo, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, alkoxyalkoxy, R^a-oxyalkyl, alkenyloxy, alkynyloxy, alkylthio, alkylsulfonyl, R^aR^a-amino, R^aR^a-aminoalkyl, R^aR^a-aminoalkoxy, R^aR^a-aminoalkyl(R^a)amino, R^aR^a-aminosulfonyl, carbocyclyl, carbocyclylalkyl, carbocyclyoxy, carbocyclyoxyalkoxy, carbocyclylthio, carbocyclylsulfonyl, heterocyclyl, heterocyclylalkyl, heterocyclyoxy, heterocyclyoxyalkoxy, heterocyclylthio, and heterocyclylsulfonyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

the amino optionally is substituted by up to 2 independently selected alkyl; and

E^2 is selected from the group consisting of -C(O)-, -C(O)-O-, -O-C(O)-, -N(R^a)-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -C(O)-N(R^a)-N(R^a)-C(O)-, -S-, -S(O)-, -S(O)₂-, -N(R^a)-S(O)₂-, -S(O)₂-N(R^a)-, -O-S(O)₂-, -S(O)₂-O-, -C(NH)-, and -C(NOH)-; and

E^3 is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, alkoxyalkyl, alkoxyalkoxyalkyl, alkylthioalkyl, alkylthioalkylthioalkyl, alkylthioalkoxyalkyl, alkoxyalkylthioalkyl, aminoalkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino (optionally substituted with up to two substituents independently selected from alkyl and carbocyclylalkyl), alkyl, alkoxy, alkylthio, carbocyclyl, and carbocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

each R^a is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl, carbocyclylalkyl, carbocycloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl, carbocyclylsulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocycloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonyl, heterocyclylsulfonylalkyl, aminoalkyl, aminosulfonyl, aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein any member of such group optionally is substituted:

on any carbon atom(s) capable of such substitution with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino, and

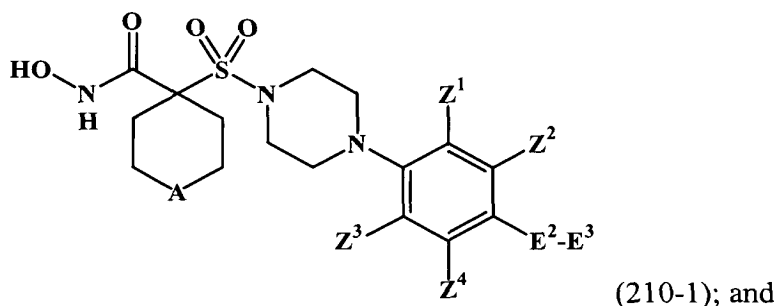
on any amino nitrogen atom with up to 2 substituents independently selected from the group consisting of alkyl, alkylcarbonyl, carbocyclyl, and carbocyclylalkyl; and

5 Z^1 , Z^2 , Z^3 , and Z^4 are independently selected from the group consisting of hydrogen, halogen, hydroxy, amino, mono-alkylamino, di-alkylamino, nitro, nitroso, alkyl, alkoxy, alkoxyalkyl, and alkylthio, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino.

10

210. A compound or salt thereof according to claim 209, wherein:
the compound corresponds in structure to the following formula:



15 A is selected from the group consisting of -O-, -N(H)-, -N(R^x)-, -S-, -S(O)-, and -S(O)₂-; and

R^x is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxyalkyl, R^a-oxyalkyl, alkylsulfonyl, R^aR^a-aminoalkyl, carbocyclyl, carbocyclylalkyl, carbocyclylsulfonyl, heterocyclyl, heterocyclylalkyl, and heterocyclylsulfonyl, wherein:

20 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

25 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

the amino optionally is substituted by up to 2 independently
selected alkyl.

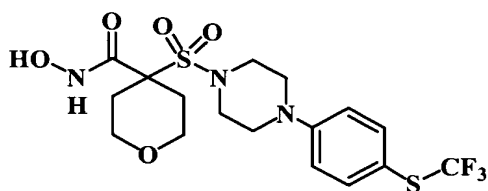
211. A compound or salt thereof according to claim 210, wherein E³ is selected
5 from the group consisting of hydrogen, C₁-C₉-alkyl, C₁-C₉-alkoxy-C₁-C₉-alkyl,
C₃-C₆-cycloalkyl, C₃-C₆-cycloalkyl-C₁-C₆-alkyl, phenyl, C₁-C₆-alkylphenyl,
C₁-C₆-alkoxyphenyl, phenyl-C₁-C₆-alkyl, heterocyclyl-C₁-C₆-alkyl,
C₁-C₆-alkylheterocyclyl, and C₁-C₆-alkoxyheterocyclyl, wherein:

any member of such group optionally is substituted with one or more
10 substituents independently selected from the group consisting of halogen and
cyano, and

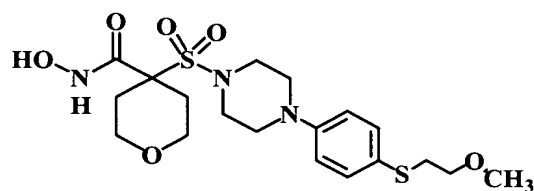
any heterocyclyl of E³ has 5 to 10 ring members, and is optionally
substituted with up to 2 oxo.

212. A compound or salt thereof according to claim 210, wherein E² is -S-.

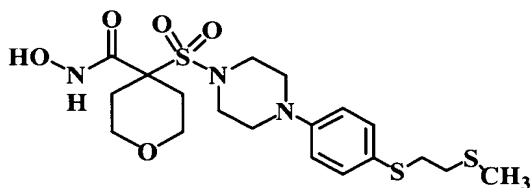
213. A compound or salt thereof according to claim 212, wherein the
compound corresponds in structure to a formula selected from the group consisting of:



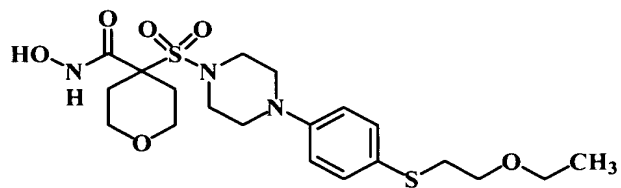
(213-1),



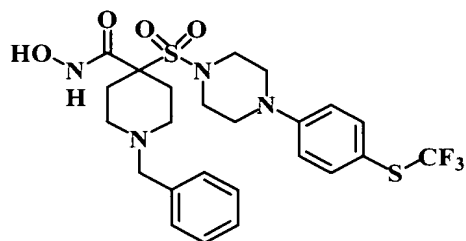
(213-2),



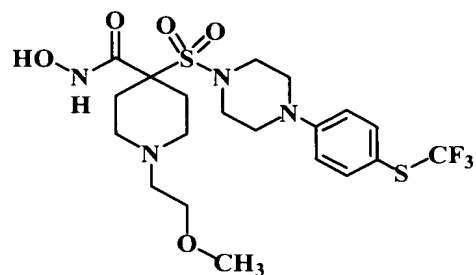
(213-3),



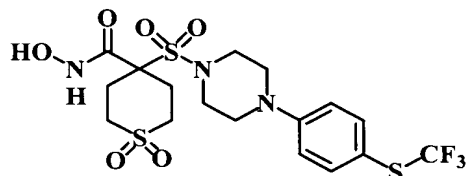
(213-4),



(213-5),



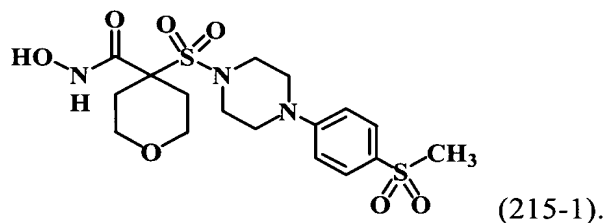
(213-6), and



(213-7).

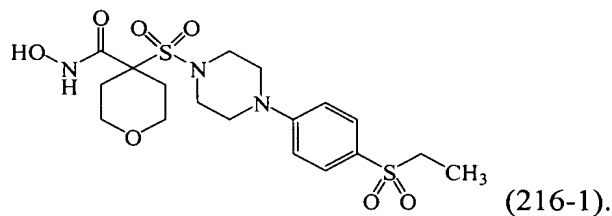
214. A compound or salt thereof according to claim 210, wherein E^2 is $-S(O)_2-$.

215. A compound or salt thereof according to claim 214, wherein the
5 compound corresponds in structure to the following formula:



(215-1).

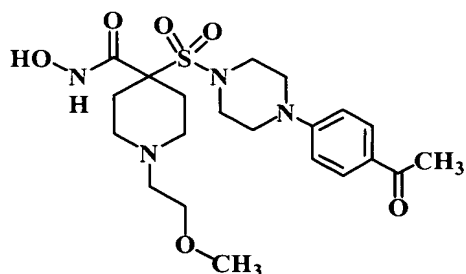
216. A compound or salt thereof according to claim 214, wherein the compound
corresponds in structure to the following formula:



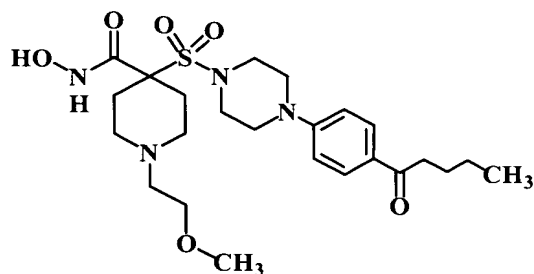
(216-1).

217. A compound or salt thereof according to claim 210, wherein E^2 is $-C(O)-$.

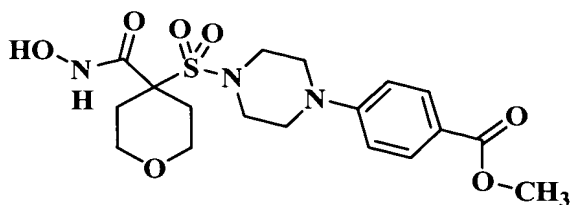
218. A compound or salt thereof according to claim 217, wherein the compound corresponds in structure to a formula selected from the group consisting of:



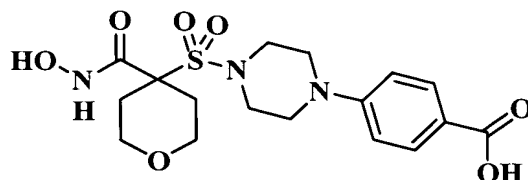
(218-1)



(218-2),



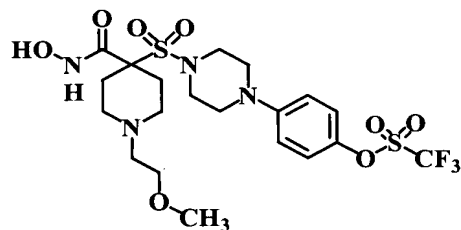
(218-3), and



(218-4).

219. A compound or salt thereof according to claim 210, wherein E² is
5 -O-S(O)₂-.

220. A compound or salt thereof according to claim 219, wherein the compound corresponds in structure to the following formula:

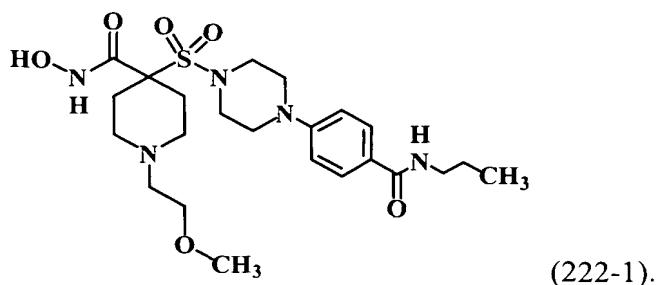


(220-1).

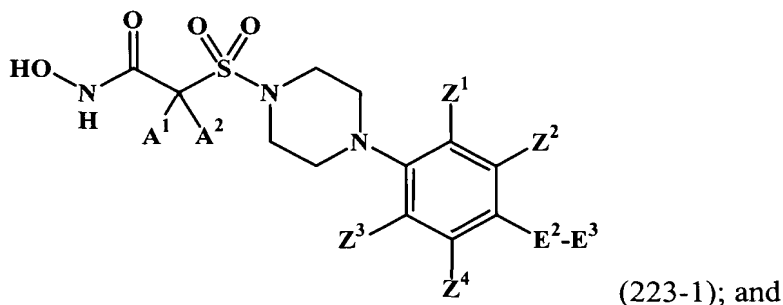
10

221. A compound or salt thereof according to claim 210, wherein E² is
-C(O)-N(H)-.

222. A compound or salt thereof according to claim 221, wherein the compound corresponds in structure to the following formula:



5 223. A compound or a salt thereof, wherein:
the compound corresponds in structure to the following formula:



as to A¹ and A²:

10 A¹ and A², together with the carbon to which they are bonded, form
heterocyclyl or carbocyclyl, wherein:

the heterocyclyl and carbocyclyl optionally are substituted with up
to 3 independently selected R^x substituents, or

15 A¹ and A² are independently selected from the group consisting of
hydrogen, alkyl, alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocyclyl,
carbocyclylalkyl, carbocyclylalkenyl, carbocyclylalkynyl, carbocyclyoxyalkyl,
carbocyclylalkoxyalkyl, carbocyclylalkylthio, carbocyclylthioalkyl,
carbocyclylalkylthioalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkenyl,
heterocyclylalkynyl, heterocyclyoxyalkyl, heterocyclylalkoxyalkyl,
heterocyclylalkylthio, heterocyclylthioalkyl, and heterocyclylalkylthioalkyl,
20 wherein:

any member of such group optionally is substituted with up to 3
independently selected R^X substituents; and

each R^X is independently selected from the group consisting of halogen, cyano,
hydroxy, nitro, nitroso, oxo, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, alkoxyalkoxy,

5 R^a-oxyalkyl, alkenyloxy, alkynyloxy, alkylthio, alkylsulfonyl, R^aR^a-amino,
R^aR^a-aminoalkyl, R^aR^a-aminoalkoxy, R^aR^a-aminoalkyl(R^a)amino, R^aR^a-aminosulfonyl,
carbocyclyl, carbocyclylalkyl, carbocycloxy, carbocycloxyalkoxy, carbocyclylthio,
carbocyclylsulfonyl, heterocyclyl, heterocyclylalkyl, heterocycloxy,
heterocycloxyalkoxy, heterocyclylthio, and heterocyclylsulfonyl, wherein:

10 any member of such group optionally is substituted with one or more
substituents independently selected from the group consisting of halogen, hydroxy,
cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl,
alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

any member of such group optionally is substituted with one or
15 more substituents independently selected from the group consisting of
halogen and hydroxy, and

the amino optionally is substituted by up to 2 independently
selected alkyl; and

E² is selected from the group consisting of -O-, -C(O)-, -C(O)-O-, -O-C(O)-,
20 -N(R^a)-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -C(O)-N(R^a)-N(R^a)-C(O)-, -S-, -S(O)-, -S(O)₂-,
-N(R^a)-S(O)₂-, -S(O)₂-N(R^a)-, -O-S(O)₂-, -S(O)₂-O-, -C(NH)-, -C(NOH)-, and a bond;
and

E³ is selected from the group consisting of halogen, cyano, alkenyl, alkynyl,
alkoxyalkyl, alkoxyalkoxyalkyl, alkylthioalkyl, alkylthioalkylthioalkyl,
25 alkylthioalkoxyalkyl, alkoxyalkylthioalkyl, aminoalkyl, carbocyclyl, carbocyclylalkyl,
heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more
substituents independently selected from the group consisting of halogen, hydroxy,
cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino (optionally
30 substituted with up to two substituents independently selected from alkyl and

carbocyclalkyl), alkyl, alkoxy, alkylthio, carbocycl, and carbocyclalkyl,
wherein:

any member of such group optionally is substituted with one or
more substituents independently selected from the group consisting of
5 halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo,
imino, aminocarbonyl, and amino; and

each R^a is independently selected from the group consisting of hydrogen, hydroxy,
alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl,
alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocycl,
10 carbocyclalkyl, carbocycloxyalkyl, carbocyclalkoxyalkyl, carbocyclthioalkyl,
carbocyclthioalkenyl, carbocyclsulfoxidoalkyl, carbocyclsulfonyl,
carbocyclsulfonylalkyl, heterocycl, heterocyclalkyl, heterocycloxyalkyl,
heterocyclalkoxyalkyl, heterocyclthioalkyl, heterocyclsulfoxidoalkyl,
heterocyclsulfonyl, heterocyclsulfonylalkyl, aminoalkyl, aminosulfonyl,
15 aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein any member of such group
optionally is substituted:

on any carbon atom(s) capable of such substitution with one or more
substituents independently selected from the group consisting of halogen, hydroxy,
cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino, and

20 on any amino nitrogen atom with up to 2 substituents independently
selected from the group consisting of alkyl, alkylcarbonyl, carbocycl, and
carbocyclalkyl; and

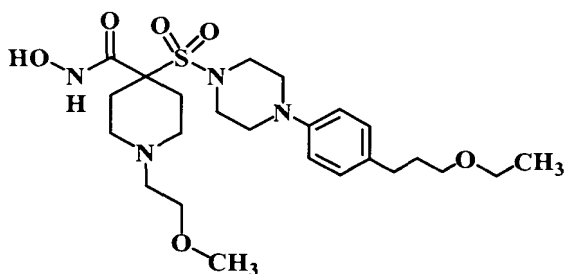
Z¹, Z², Z³, and Z⁴ are independently selected from the group consisting of
hydrogen, halogen, hydroxy, amino, mono-alkylamino, di-alkylamino, nitro, nitroso, alkyl,
25 alkoxy, alkoxyalkyl, and alkylthio, wherein:

any member of such group optionally is substituted with one or more
substituents independently selected from the group consisting of halogen, hydroxy,
cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino.

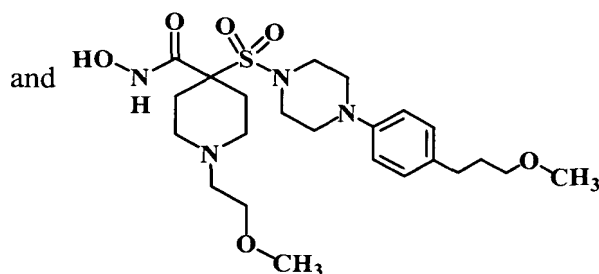
30 224. A compound or salt thereof according to claim 223, wherein E³ is
alkoxyalkyl.

225. A compound or salt thereof according to claim 224, wherein -E²-E³ is alkoxyalkyl.

226. A compound or salt thereof according to claim 225, wherein the compound corresponds in structure to a formula selected from the group consisting of:

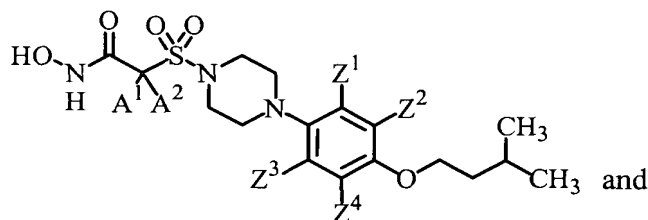


(226-1)

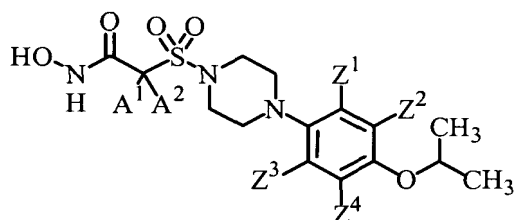


(226-2).

227. A compound or a salt thereof, wherein:
the compound corresponds in structure to the a formula selected from the group consisting of:



(227-1)



(227-2); and

as to A¹ and A²:

A¹ and A², together with the carbon to which they are bonded, form heterocyclyl or carbocyclyl, wherein:

the heterocyclyl and carbocyclyl optionally are substituted with up to 3 independently selected R^x substituents, or

A¹ and A² are independently selected from the group consisting of hydrogen, alkyl, alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkenyl, carbocyclylalkynyl, carbocyclyoxyalkyl,

carbocyclylalkoxyalkyl, carbocyclylalkylthio, carbocyclylthioalkyl,
carbocyclylalkylthioalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkenyl,
heterocyclylalkynyl, heterocyclylalkoxyalkyl, heterocyclylalkoxyalkyl,
heterocyclylalkylthio, heterocyclylthioalkyl, and heterocyclylalkylthioalkyl,
5 wherein:

any member of such group optionally is substituted with up to 3
independently selected R^x substituents; and

each R^x is independently selected from the group consisting of halogen, cyano,
hydroxy, nitro, nitroso, oxo, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, alkoxyalkoxy,
10 R^a-oxyalkyl, alkenyloxy, alkynyloxy, alkylthio, alkylsulfonyl, R^aR^a-amino,
R^aR^a-aminoalkyl, R^aR^a-aminoalkoxy, R^aR^a-aminoalkyl(R^a)amino, R^aR^a-aminosulfonyl,
carbocyclyl, carbocyclylalkyl, carbocyclylalkoxy, carbocyclylalkoxyalkoxy, carbocyclylthio,
carbocyclylsulfonyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkoxy,
heterocyclylalkoxyalkoxy, heterocyclylthio, and heterocyclylsulfonyl, wherein:

15 any member of such group optionally is substituted with one or more
substituents independently selected from the group consisting of halogen, hydroxy,
cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl,
alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

any member of such group optionally is substituted with one or
20 more substituents independently selected from the group consisting of
halogen and hydroxy, and

the amino optionally is substituted by up to 2 independently
selected alkyl; and

each R^a is independently selected from the group consisting of hydrogen, hydroxy,
25 alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl,
alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl,
carbocyclylalkyl, carbocyclylalkoxyalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl,
carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl,
carbocyclylsulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkoxyalkyl,
30 heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl,

heterocyclisulfonyl, heterocyclisulfonylalkyl, aminoalkyl, aminosulfonyl, aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein any member of such group optionally is substituted:

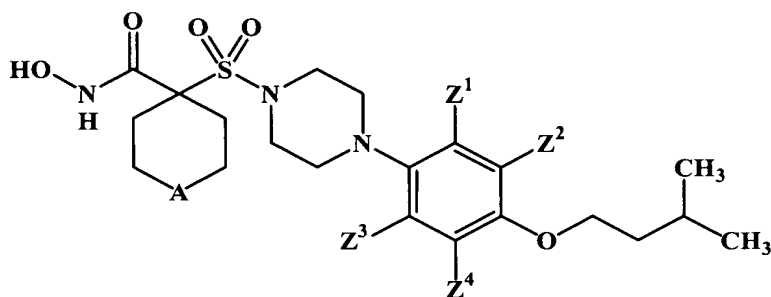
on any carbon atom(s) capable of such substitution with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino, and

on any amino nitrogen atom with up to 2 substituents independently selected from the group consisting of alkyl, alkylcarbonyl, carbocyclyl, and carbocyclylalkyl; and

Z^1 , Z^2 , Z^3 , and Z^4 are independently selected from the group consisting of hydrogen, halogen, hydroxy, amino, mono-alkylamino, di-alkylamino, nitro, nitroso, alkyl, alkoxy, alkoxyalkyl, and alkylthio, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino.

228. A compound or salt thereof according to claim 227, wherein:
the compound corresponds in structure to the following formula:



(228-1); and

A is selected from the group consisting of $-O-$, $-N(H)-$, $-N(R^x)-$, $-S-$, $-S(O)-$, and $-S(O)_2-$; and

R^x is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxyalkyl, R^a -oxyalkyl, alkylsulfonyl, R^aR^a -aminoalkyl, carbocyclyl, carbocyclylalkyl, carbocyclisulfonyl, heterocyclyl, heterocyclylalkyl, and heterocyclisulfonyl, wherein:

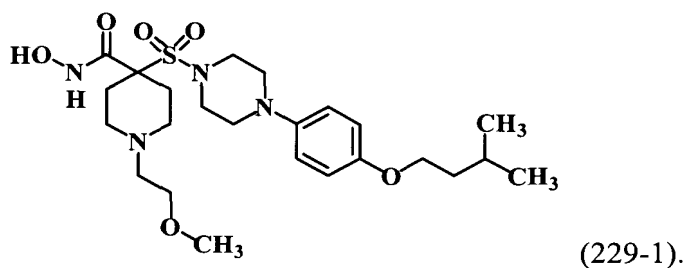
any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

5 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

the amino optionally is substituted by up to 2 independently selected alkyl.

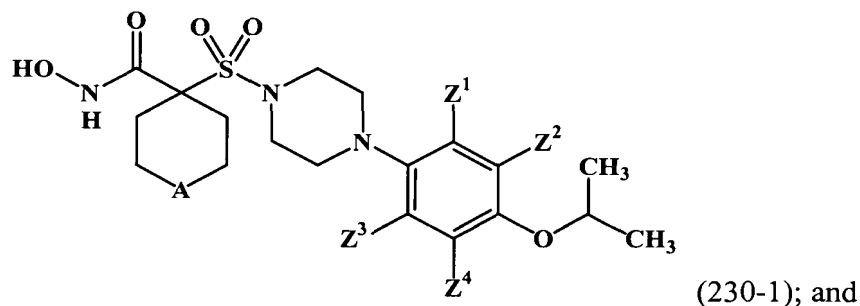
10

229. A compound or salt thereof according to claim 228, wherein the compound corresponds in structure to the following formula:



15

230. A compound or salt thereof according to claim 227, wherein: the compound corresponds in structure to the following formula:



A is selected from the group consisting of -O-, -N(H)-, -N(R^x)-, -S-, -S(O)-, and -S(O)₂-; and

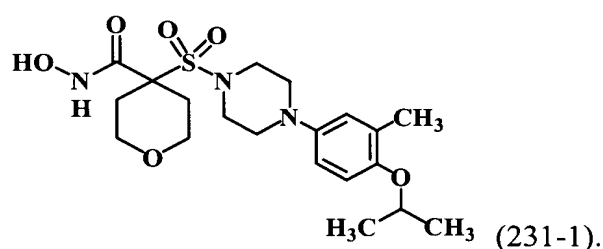
R^x is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxyalkyl, R^a-oxyalkyl, alkylsulfonyl, R^aR^a-aminoalkyl, carbocyclyl, carbocyclalkyl, carbocyclsulfonyl, heterocyclyl, heterocyclalkyl, and heterocyclsulfonyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

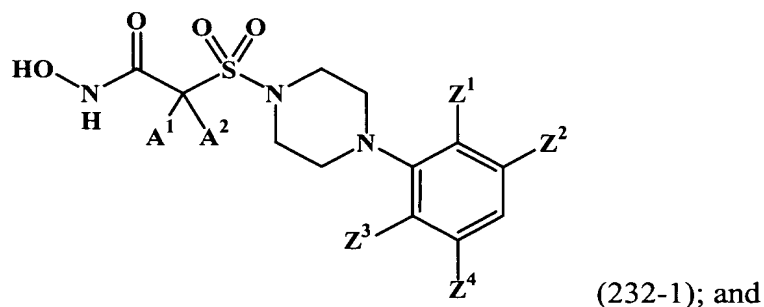
the amino optionally is substituted by up to 2 independently selected alkyl.

231. A compound or salt thereof according to claim 230, wherein the compound corresponds in structure to the following formula:



232. A compound or a salt thereof, wherein:

the compound corresponds in structure to the following formula:



as to A¹ and A²:

A¹ and A², together with the carbon to which they are bonded, form heterocyclyl or carbocyclyl, wherein:

the heterocyclyl and carbocyclyl optionally are substituted with up to 3 independently selected R^X substituents, or

A¹ and A² are independently selected from the group consisting of hydrogen, alkyl, alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkenyl, carbocyclylalkynyl, carbocyclyoxyalkyl, carbocyclylalkoxyalkyl, carbocyclylalkylthio, carbocyclylthioalkyl, carbocyclylalkylthioalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkenyl, heterocyclylalkynyl, heterocyclyoxyalkyl, heterocyclylalkoxyalkyl, heterocyclylalkylthio, heterocyclylthioalkyl, and heterocyclylalkylthioalkyl, wherein:

any member of such group optionally is substituted with up to 3 independently selected R^X substituents; and

each R^X is independently selected from the group consisting of halogen, cyano, hydroxy, nitro, nitroso, oxo, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, alkoxyalkoxy, R^a-oxyalkyl, alkenyloxy, alkynyloxy, alkylthio, alkylsulfonyl, R^aR^a-amino, R^aR^a-aminoalkyl, R^aR^a-aminoalkoxy, R^aR^a-aminoalkyl(R^a)amino, R^aR^a-aminosulfonyl, carbocyclyl, carbocyclylalkyl, carbocyclyoxy, carbocyclyoxyalkoxy, carbocyclylthio, carbocyclylsulfonyl, heterocyclyl, heterocyclylalkyl, heterocyclyoxy, heterocyclyoxyalkoxy, heterocyclylthio, and heterocyclylsulfonyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

the amino optionally is substituted by up to 2 independently selected alkyl; and

each R^a is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl, carbocyclylalkyl, carbocyclyloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl, carbocyclylsulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocyclyloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonyl, heterocyclylsulfonylalkyl, aminoalkyl, aminosulfonyl, aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein any member of such group optionally is substituted:

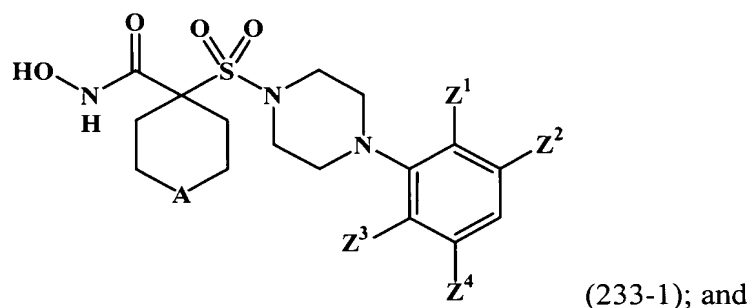
on any carbon atom(s) capable of such substitution with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino, and

on any amino nitrogen atom with up to 2 substituents independently selected from the group consisting of alkyl, alkylcarbonyl, carbocyclyl, and carbocyclylalkyl; and

Z¹, Z², Z³, and Z⁴ are independently selected from the group consisting of hydrogen, halogen, hydroxy, amino, mono-alkylamino, di-alkylamino, nitro, nitroso, alkyl, alkoxy, alkoxyalkyl, and alkylthio, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino; and at least one of Z¹, Z², Z³, and Z⁴ is not hydrogen.

233. A compound or salt thereof according to claim 232, wherein:
the compound corresponds in structure to the following formula:



A is selected from the group consisting of -O-, -N(H)-, -N(R^x)-, -S-, -S(O)-, and
5 -S(O)₂-; and

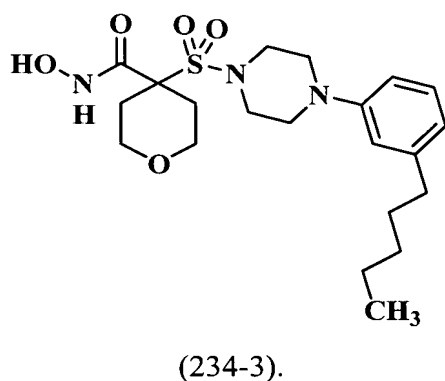
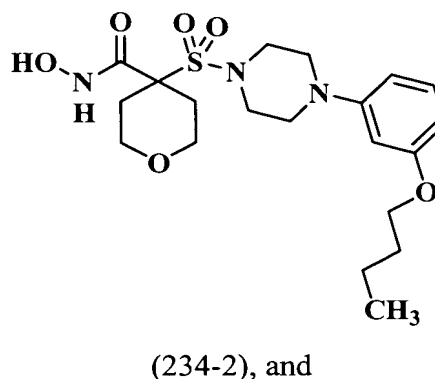
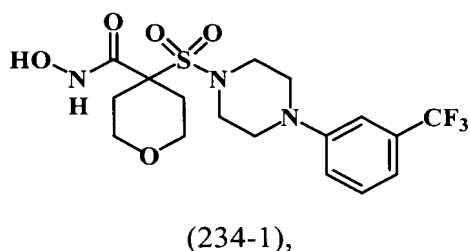
R^x is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxyalkyl,
R^a-oxyalkyl, alkylsulfonyl, R^aR^a-aminoalkyl, carbocyclyl, carbocyclylalkyl,
carbocyclylsulfonyl, heterocyclyl, heterocyclylalkyl, and heterocyclylsulfonyl, wherein:

any member of such group optionally is substituted with one or more
10 substituents independently selected from the group consisting of halogen, hydroxy,
cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl,
alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

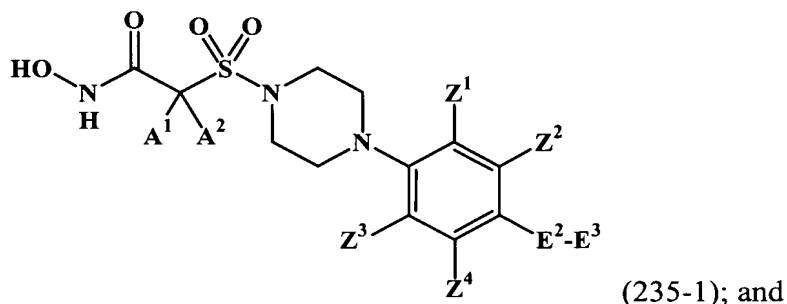
any member of such group optionally is substituted with one or
more substituents independently selected from the group consisting of
15 halogen and hydroxy, and

the amino optionally is substituted by up to 2 independently
selected alkyl.

234. A compound or salt thereof according to claim 233, wherein the compound corresponds in structure to the following formula:



235. A compound or a salt thereof, wherein:
5 the compound corresponds in structure to the following formula:



A¹ and A², together with the carbon to which they are bonded, form carbocyclyl optionally substituted with up to 3 independently selected R^x substituents; and

each R^x is independently selected from the group consisting of halogen, cyano,
10 hydroxy, nitro, nitroso, oxo, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, alkoxyalkoxy,

R^a-oxyalkyl, alkenyloxy, alkynyloxy, alkylthio, alkylsulfonyl, R^aR^a-amino, R^aR^a-aminoalkyl, R^aR^a-aminoalkoxy, R^aR^a-aminoalkyl(R^a)amino, R^aR^a-aminosulfonyl, carbocyclyl, carbocyclylalkyl, carbocycliloxy, carbocycliloxyalkoxy, carbocyclylthio, carbocyclylsulfonyl, heterocyclyl, heterocyclylalkyl, heterocycliloxy, heterocycliloxyalkoxy, heterocyclylthio, and heterocyclylsulfonyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

the amino optionally is substituted with up to 2 independently selected alkyl; and

E² is selected from the group consisting of -O-, -C(O)-, -C(O)-O-, -O-C(O)-, -N(R^a)-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -C(O)-N(R^a)-N(R^a)-C(O)-, -S-, -S(O)-, -S(O)₂-, -N(R^a)-S(O)₂-, -S(O)₂-N(R^a)-, -O-S(O)₂-, -S(O)₂-O-, -C(NH)-, -C(NOH)-, and a bond; and

E³ is selected from the group consisting of hydrogen, halogen, cyano, alkyl, alkenyl, alkynyl, alkoxyalkyl, alkoxyalkoxyalkyl, alkylthioalkyl, alkylthioalkylthioalkyl, alkylthioalkoxyalkyl, alkoxyalkylthioalkyl, aminoalkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino (optionally substituted with up to two substituents independently selected from alkyl and carbocyclylalkyl), alkyl, alkoxy, alkylthio, carbocyclyl, and carbocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of

halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo,
imino, aminocarbonyl, and amino; and

each R^a is independently selected from the group consisting of hydrogen, hydroxy,
alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl,
5 alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl,
carbocyclylalkyl, carbocycliloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl,
carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl,
carbocyclylsulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocycliloxyalkyl,
heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl,
10 heterocyclylsulfonyl, heterocyclylsulfonylalkyl, aminoalkyl, aminosulfonyl,
aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein any member of such group
optionally is substituted:

on any carbon atom(s) capable of such substitution with one or more
substituents independently selected from the group consisting of halogen, hydroxy,
15 cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino, and

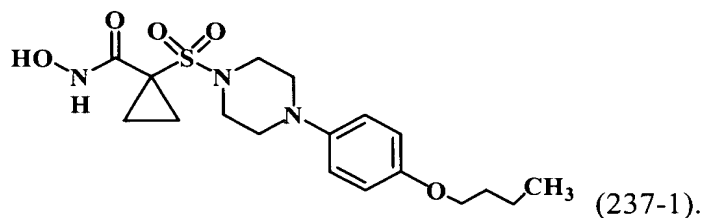
on any amino nitrogen atom with up to 2 substituents independently
selected from the group consisting of alkyl, alkylcarbonyl, carbocyclyl, and
carbocyclylalkyl; and

Z¹, Z², Z³, and Z⁴ are independently selected from the group consisting of
20 hydrogen, halogen, hydroxy, amino, mono-alkylamino, di-alkylamino, nitro, nitroso, alkyl,
alkoxy, alkoxyalkyl, and alkylthio, wherein:

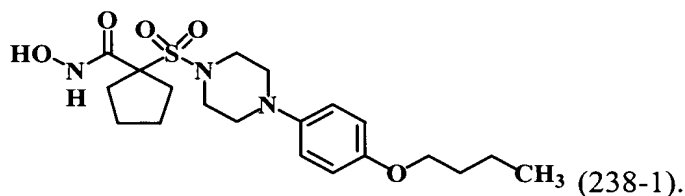
any member of such group optionally is substituted with one or more
substituents independently selected from the group consisting of halogen, hydroxy,
cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino.

236. A compound or salt thereof according to claim 235, wherein A¹ and A²,
together with the carbon to which they are bonded, form cycloalkyl optionally substituted
with up to 3 independently selected R^x substituents.

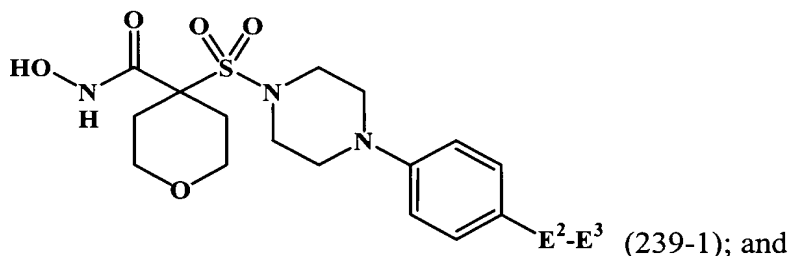
237. A compound or salt thereof according to claim 236, wherein the compound corresponds in structure to the following formula:



5 238. A compound or salt thereof according to claim 236, wherein the compound corresponds in structure to the following formula:



10 239. A compound or a salt thereof, wherein:
the compound corresponds in structure to the following formula:



E^2 is selected from the group consisting of: -O-, -C(O)-, -C(O)-O-, -O-C(O)-, -N(R^a)-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -C(O)-N(R^a)-N(R^a)-C(O)-, -S-, -S(O)-, -S(O)₂-, -N(R^a)-S(O)₂-, -S(O)₂-N(R^a)-, -O-S(O)₂-, -S(O)₂-O-, -C(NH)-, and -C(NO₂)-; and

15 E^3 is selected from the group consisting of alkyl and alkoxyalkyl; and

each R^a is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl, carbocyclylalkyl, carbocycloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl,

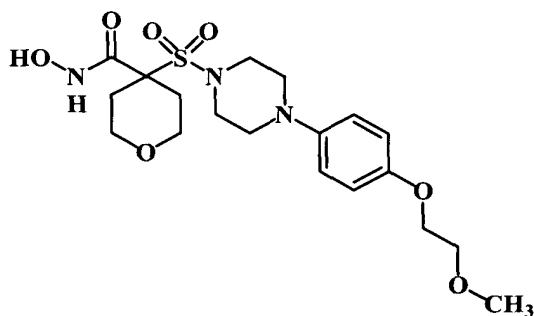
20

carbocyclysulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocyclyloxyalkyl,
heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclysulfoxidoalkyl,
heterocyclysulfonyl, heterocyclysulfonylalkyl, aminoalkyl, aminosulfonyl,
aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein any member of such group
5 optionally is substituted:

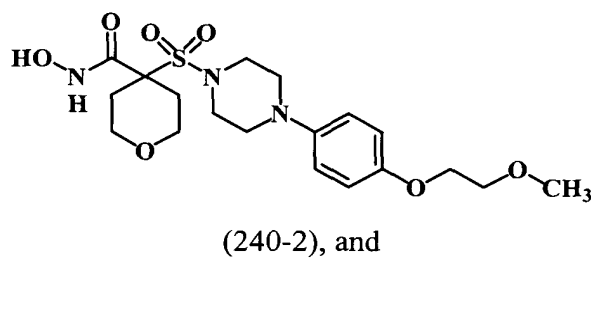
on any carbon atom(s) capable of such substitution with one or more
substituents independently selected from the group consisting of halogen, hydroxy,
cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino, and

10 on any amino nitrogen atom with up to 2 substituents independently
selected from the group consisting of alkyl, alkylcarbonyl, carbocyclyl, and
carbocyclylalkyl.

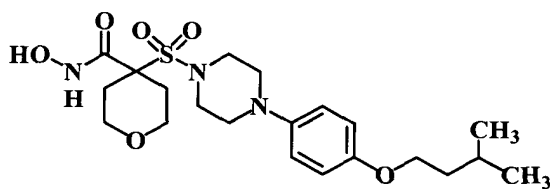
240. A compound or salt thereof according to claim 239, wherein the compound
corresponds in structure to a formula selected from the group consisting of:



(240-1),

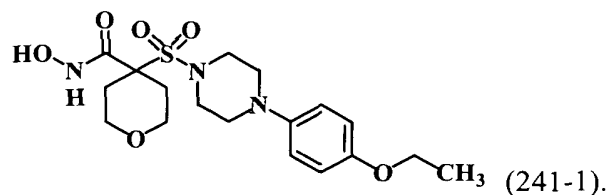


(240-2), and

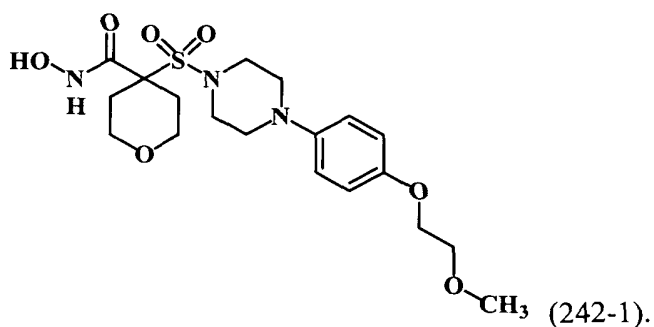


(240-3).

241. A compound or salt thereof according to claim 239, wherein the compound corresponds in structure to the following formula:

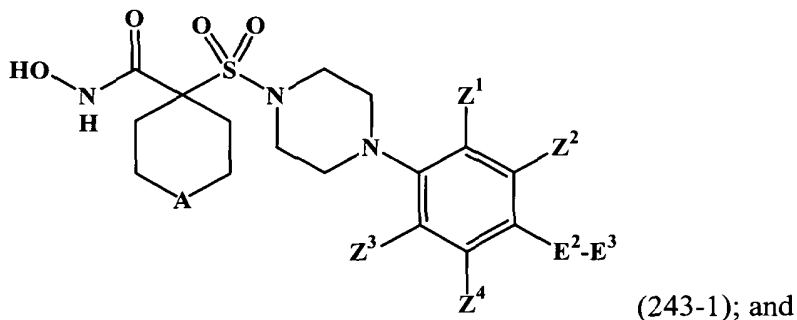


242. A compound or salt thereof according to claim 239, wherein the compound corresponds in structure to the following formula:



243. A compound or a salt thereof, wherein:

the compound corresponds in structure to the following formula:



A is selected from the group consisting of -S-, -S(O)-, and -S(O)₂-; and

E² is selected from the group consisting of: -O-, -C(O)-, -C(O)-O-, -O-C(O)-,

-N(R^a)-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -C(O)-N(R^a)-N(R^a)-C(O)-, -S-, -S(O)-, -S(O)₂-,

-N(R^a)-S(O)₂-, -S(O)₂-N(R^a)-, -O-S(O)₂-, -S(O)₂-O-, -C(NH)-, -C(NOH)-, and a bond;

and

E³ is selected from the group consisting of hydrogen, halogen, cyano, alkyl, alkenyl, alkynyl, alkoxyalkyl, alkoxyalkoxyalkyl, alkylthioalkyl, alkylthioalkylthioalkyl, alkylthioalkoxyalkyl, alkoxyalkylthioalkyl, aminoalkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

5 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino (optionally substituted with up to two substituents independently selected from alkyl and carbocyclylalkyl), alkyl, alkoxy, alkylthio, carbocyclyl, and carbocyclylalkyl,
10 wherein:

 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

15 each R^a is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl, carbocyclylalkyl, carbocycloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl,
20 carbocyclylsulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocycloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonyl, heterocyclylsulfonylalkyl, aminoalkyl, aminosulfonyl, aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein any member of such group optionally is substituted:

25 on any carbon atom(s) capable of such substitution with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino, and

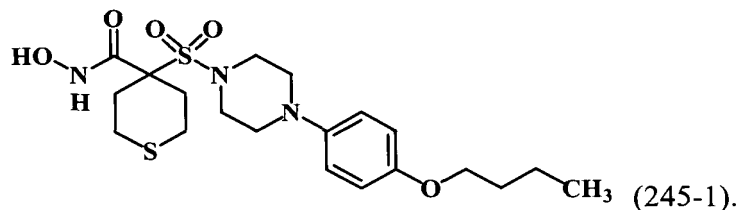
 on any amino nitrogen atom with up to 2 substituents independently selected from the group consisting of alkyl, alkylcarbonyl, carbocyclyl, and carbocyclylalkyl; and
30

Z^1 , Z^2 , Z^3 , and Z^4 are independently selected from the group consisting of hydrogen, halogen, hydroxy, amino, mono-alkylamino, di-alkylamino, nitro, nitroso, alkyl, alkoxy, alkoxyalkyl, and alkylthio, wherein:

- any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino.

244. A compound or salt thereof according to claim 243, wherein A is -S-.

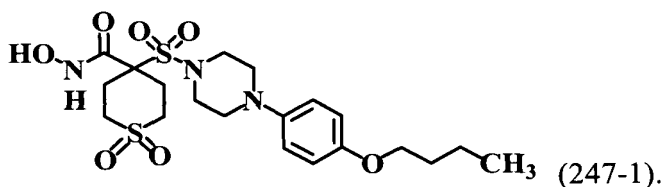
245. A compound or salt thereof according to claim 244, wherein the compound corresponds in structure to the following formula:



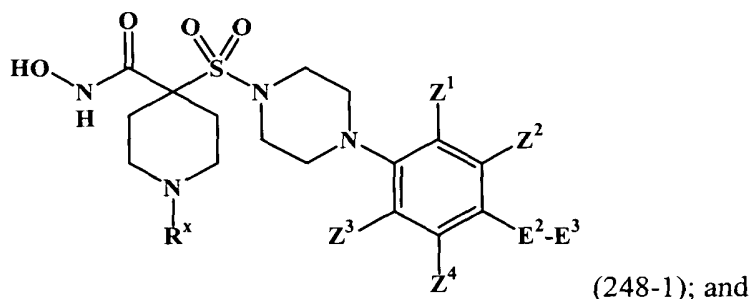
246. A compound or salt thereof according to claim 243, wherein A is -S(O)₂-.

15

247. A compound or salt thereof according to claim 246, wherein the compound corresponds in structure to the following formula:



248. A compound or a salt thereof, wherein:
the compound corresponds in structure to the following formula:



- R^x is selected from the group consisting of R^C -oxyalkyl, $R^C R^C$ -aminoalkyl, $R^C R^C$ -aminosulfonyl, heterocyclyl, heterocyclylalkyl, and heterocyclylsulfonyl, wherein:
- any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:
- any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and
- the amino optionally is substituted with up to 2 independently selected alkyl; and
- E^2 is selected from the group consisting of: -O-, -C(O)-, -C(O)-O-, -O-C(O)-, -N(R^a)-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -C(O)-N(R^a)-N(R^a)-C(O)-, -S-, -S(O)-, -S(O)₂-, -N(R^a)-S(O)₂-, -S(O)₂-N(R^a)-, -O-S(O)₂-, -S(O)₂-O-, -C(NH)-, -C(NOH)-, and a bond; and
- E^3 is selected from the group consisting of hydrogen, halogen, cyano, alkyl, alkenyl, alkynyl, alkoxyalkyl, alkoxyalkoxyalkyl, alkylthioalkyl, alkylthioalkylthioalkyl, alkylthioalkoxyalkyl, alkoxyalkylthioalkyl, aminoalkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:
- any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino (optionally

substituted with up to two substituents independently selected from alkyl and carbocyclalkyl), alkyl, alkoxy, alkylthio, carbocycl, and carbocyclalkyl, wherein:

5 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

10 each R^a is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocycl, carbocyclalkyl, carbocycloxyalkyl, carbocyclalkoxyalkyl, carbocyclthioalkyl, carbocyclthioalkenyl, carbocyclsulfoxidoalkyl, carbocyclsulfonyl, carbocyclsulfonylalkyl, heterocycl, heterocyclalkyl, heterocycloxyalkyl, heterocyclalkoxyalkyl, heterocyclthioalkyl, heterocyclsulfoxidoalkyl, 15 heterocyclsulfonyl, heterocyclsulfonylalkyl, aminoalkyl, aminosulfonyl, aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein any member of such group optionally is substituted:

20 on any carbon atom(s) capable of such substitution with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino, and

 on any amino nitrogen atom with up to 2 substituents independently selected from the group consisting of alkyl, alkylcarbonyl, carbocycl, and carbocyclalkyl; and

25 each R^c is independently selected from the group consisting of heterocycl, heterocyclalkyl, heterocycloxyalkyl, heterocyclalkoxyalkyl, heterocyclthioalkyl, heterocyclsulfoxidoalkyl, heterocyclsulfonyl, and heterocyclsulfonylalkyl, wherein:

 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino; and

Z^1 , Z^2 , Z^3 , and Z^4 are independently selected from the group consisting of hydrogen, halogen, hydroxy, amino, mono-alkylamino, di-alkylamino, nitro, nitroso, alkyl, alkoxy, alkoxyalkyl, and alkylthio, wherein:

5 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino.

249. A compound or salt thereof according to claim 248, wherein R^x is selected from the group consisting of heterocyclyl, heterocyclyl- C_1 - C_6 -alkyl, heterocyclylcarbonyl, 10 heterocyclylsulfonyl, and C_1 - C_6 -alkoxyheterocyclyl, wherein:

 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C_1 - C_6 -alkyl, and C_1 - C_6 -alkoxy, wherein:

 the alkyl and alkoxy are optionally substituted with one or more 15 independently selected halogen, any heterocyclyl of R^x has 5 to 10 ring members, and optionally is substituted with up to 2 oxo.

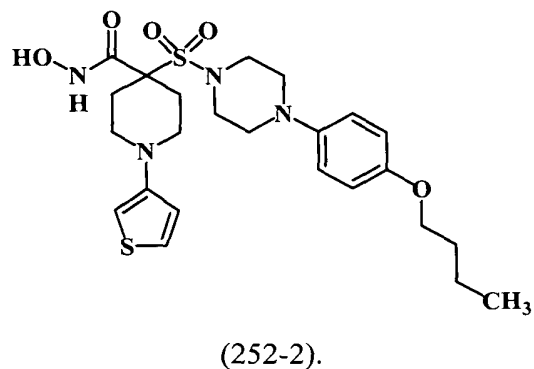
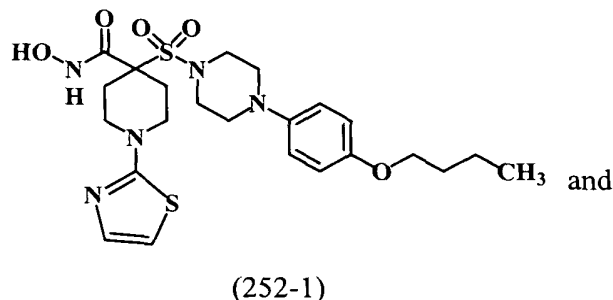
250. A compound or salt thereof according to claim 249, wherein R^x is 20 heteroaryl optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, C_1 - C_6 -alkyl, and C_1 - C_6 -alkoxy, wherein:

 the alkyl and alkoxy are optionally substituted with one or more 25 independently selected halogen.

251. A compound or salt thereof according to claim 250, wherein R^x is a 5-member heteroaryl optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, C_1 - C_6 -alkyl, and 30 C_1 - C_6 -alkoxy, wherein:

 the alkyl and alkoxy are optionally substituted with one or more 30 independently selected halogen.

252. A compound or salt thereof according to claim 251, wherein the compound corresponds in structure to a formula selected from the group consisting of:

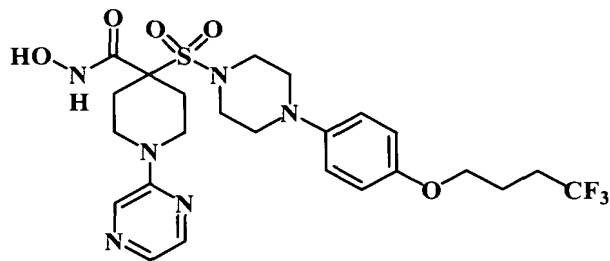


253. A compound or salt thereof according to claim 250, wherein R^x is a 6-member heteroaryl optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, C_1 - C_6 -alkyl, and C_1 - C_6 -alkoxy, wherein:

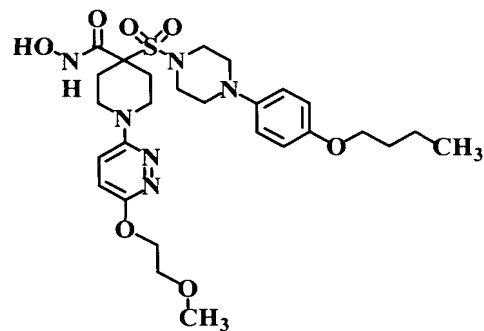
the alkyl and alkoxy are optionally substituted with one or more independently selected halogen.

254. A compound or salt thereof according to claim 253, wherein the heteroaryl of R^x has 1 or 2 nitrogen ring members, with the remaining ring members being carbon.

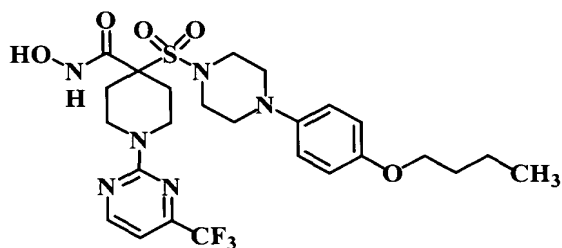
255. A compound or salt thereof according to claim 254, wherein the compound corresponds in structure to a formula selected from the group consisting of:



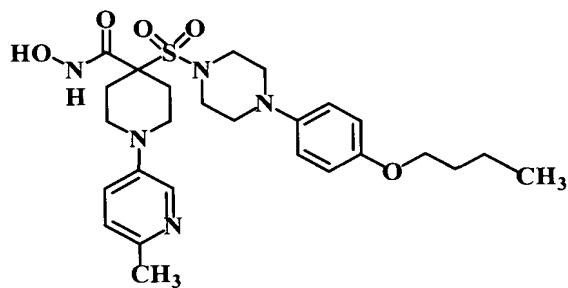
(255-1),



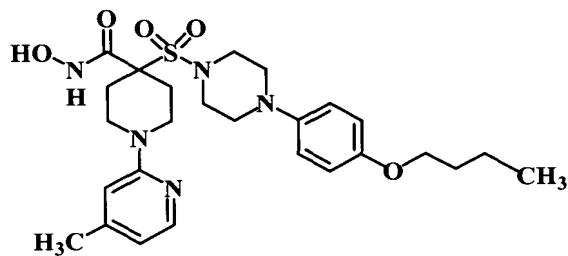
(255-2),



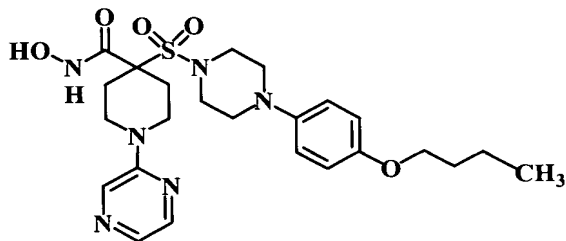
(255-3),



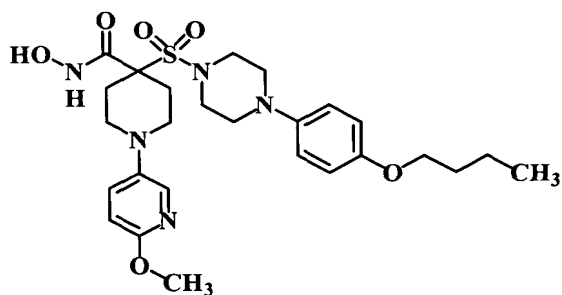
(255-4),



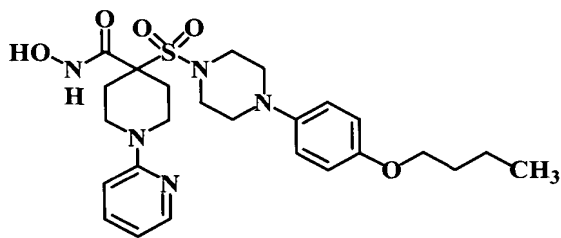
(255-5),



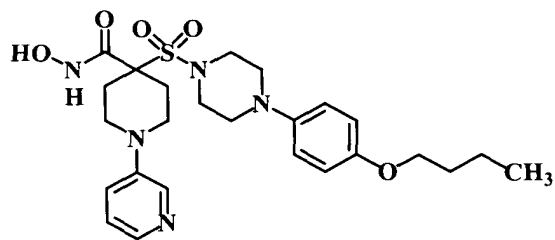
(255-6),



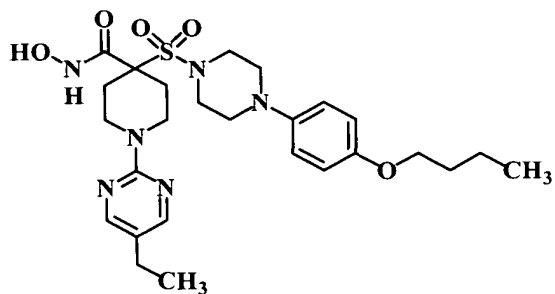
(255-7),



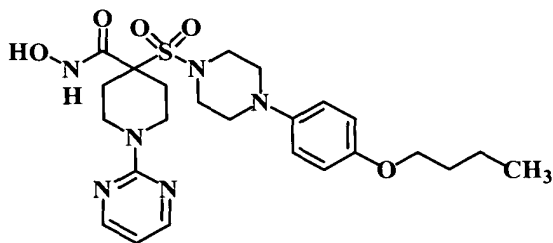
(255-8),



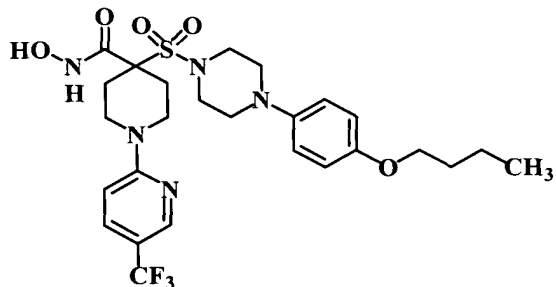
(255-9),



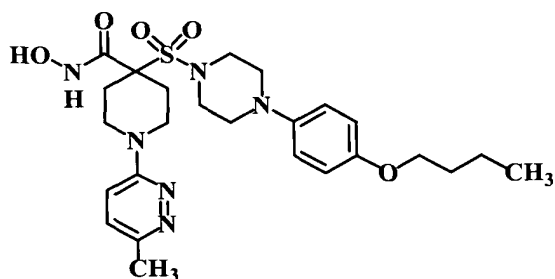
(255-10),



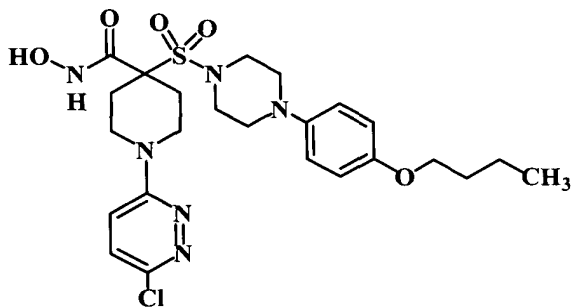
(255-11),



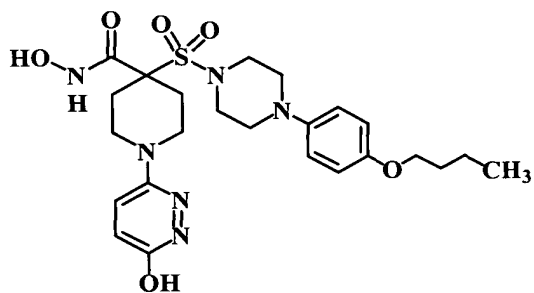
(255-12),



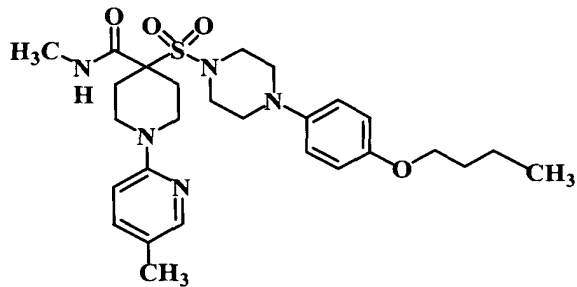
(255-13),



(255-14),



(255-15), and

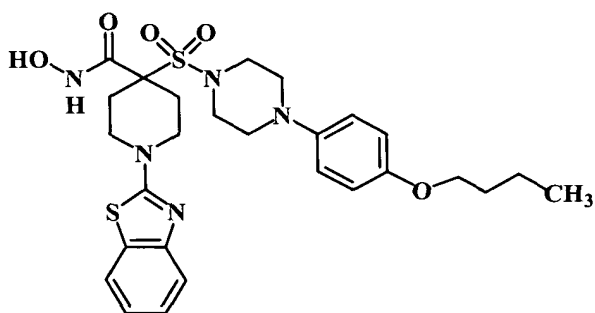


(255-16).

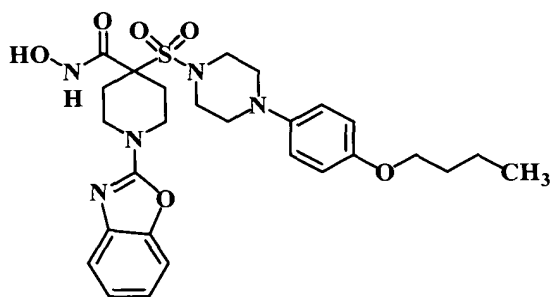
256. A compound or salt thereof according to claim 250, wherein R^x is a 9- or 10-member heteroaryl optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, C₁-C₆-alkyl, and C₁-C₆-alkoxy, wherein:

5 the alkyl and alkoxy are optionally substituted with one or more independently selected halogen.

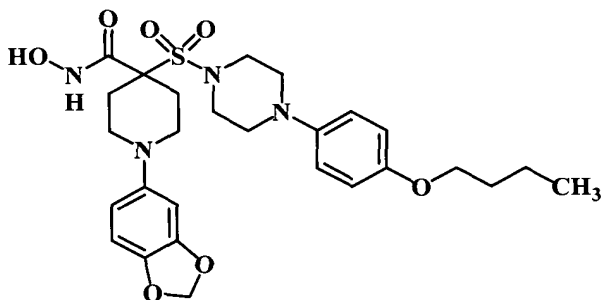
257. A compound or salt thereof according to claim 256, wherein the compound corresponds in structure to a formula selected from the group consisting of:



(257-1),



(257-2), and



(257-3).

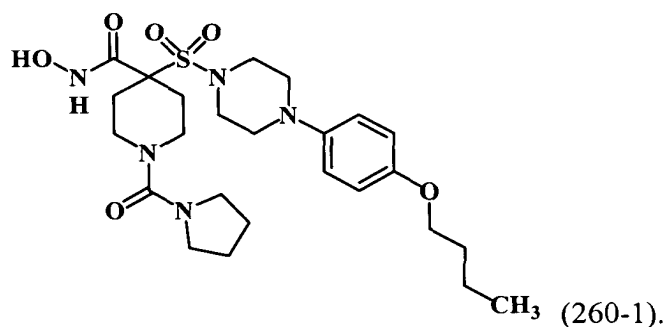
258. A compound or salt thereof according to claim 249, wherein R^x is heterocycloalkylalkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C₁-C₆-alkyl, and C₁-C₆-alkoxy, wherein:

15 the alkyl and alkoxy are optionally substituted with one or more independently selected halogen.

259. A compound or salt thereof according to claim 258, wherein R^x is heterocycloalkylalkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C₁-C₆-alkyl, and C₁-C₆-alkoxy, wherein:

the alkyl and alkoxy are optionally substituted with one or more independently selected halogen, and
the heterocycloalkyl of the heterocycloalkylalkyl has 5 ring members.

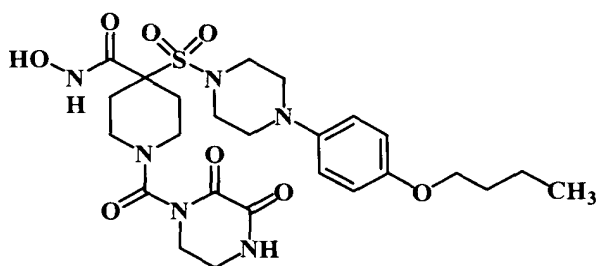
260. A compound or salt thereof according to claim 259, wherein the compound corresponds in structure to the following formula:



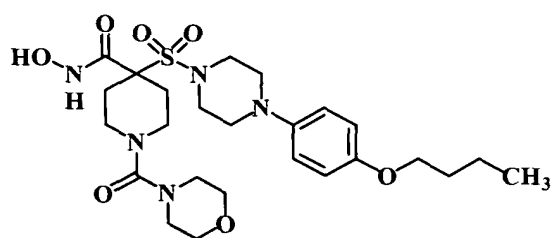
261. A compound or salt thereof according to claim 258, wherein R^x is heterocycloalkylalkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C₁-C₆-alkyl, and C₁-C₆-alkoxy, wherein:

the alkyl and alkoxy are optionally substituted with one or more independently selected halogen, and
the heterocycloalkyl of the heterocycloalkylalkyl has 6 ring members.

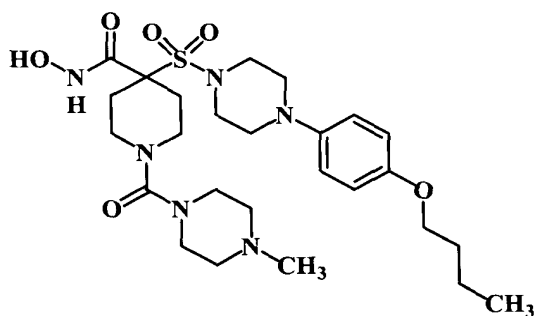
262. A compound or salt thereof according to claim 261, wherein the compound corresponds in structure to a formula selected from the group consisting of:



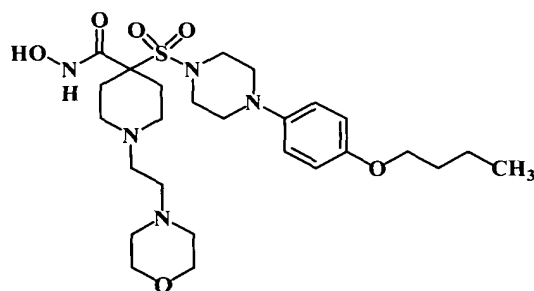
(262-1),



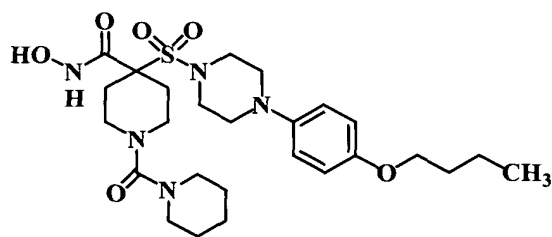
(262-2),



(262-3),



(262-4), and



(262-5).

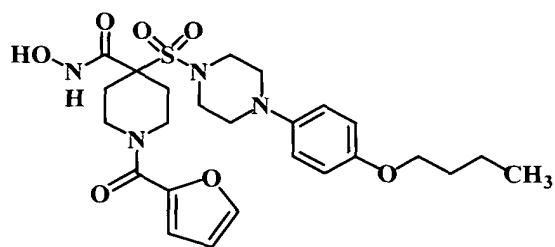
263. A compound or salt thereof according to claim 249, wherein R^x is
5 heteroarylalkyl optionally substituted with one or more substituents independently selected
from the group consisting of halogen, cyano, hydroxy, oxo, C₁-C₆-alkyl, and
C₁-C₆-alkoxy, wherein:

the alkyl and alkoxy are optionally substituted with one or more
independently selected halogen, and

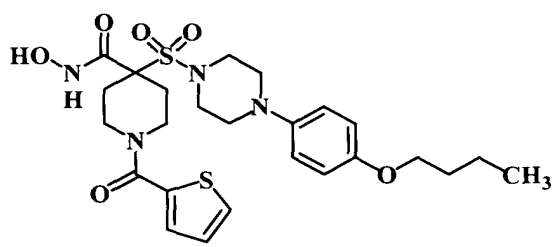
the heteroaryl of the heteroarylalkyl has 5 ring members.

10

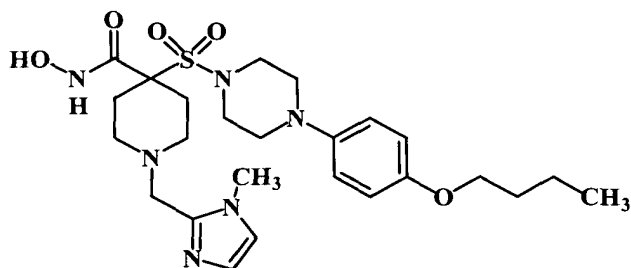
264. A compound or salt thereof according to claim 263, wherein the compound corresponds in structure to a formula selected from the group consisting of:



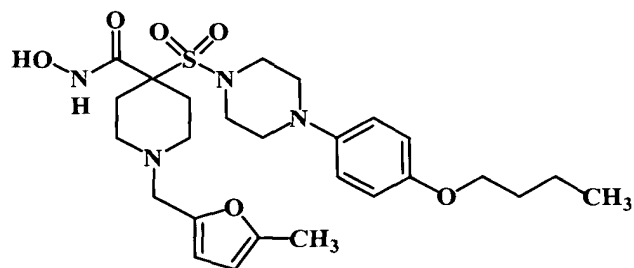
(264-1),



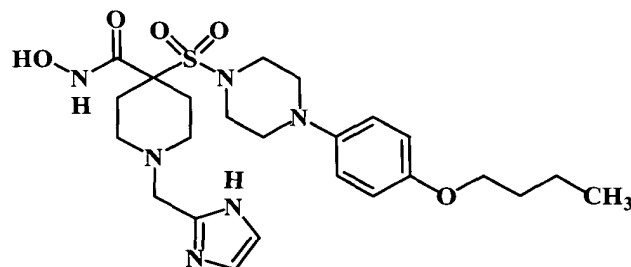
(264-2),



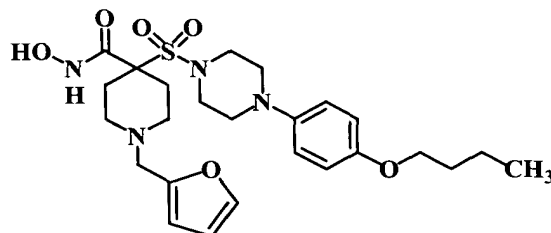
(264-3),



(264-4),



(264-5), and



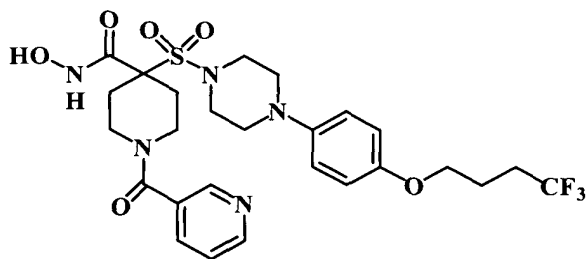
(264-6).

265. A compound or salt thereof according to claim 249, wherein R^x is
5 heteroarylalkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, cyano, hydroxy, oxo, C₁-C₆-alkyl, and C₁-C₆-alkoxy, wherein:

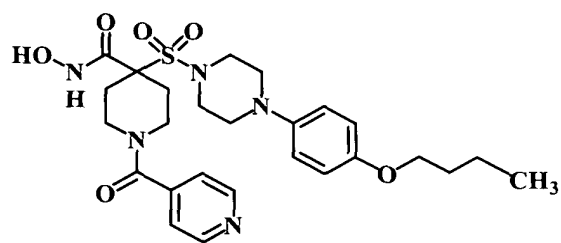
the alkyl and alkoxy are optionally substituted with one or more
independently selected halogen, and

10 the heteroaryl of the heteroarylalkyl has 6 ring members.

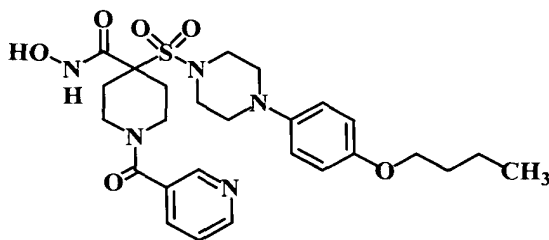
266. A compound or salt thereof according to claim 265, wherein the compound corresponds in structure to a formula selected from the group consisting of:



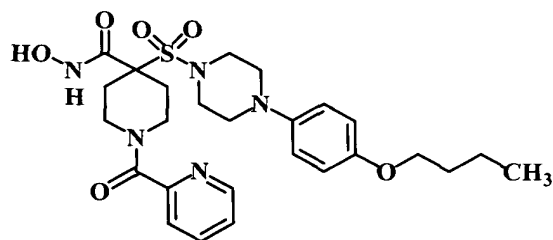
(266-1),



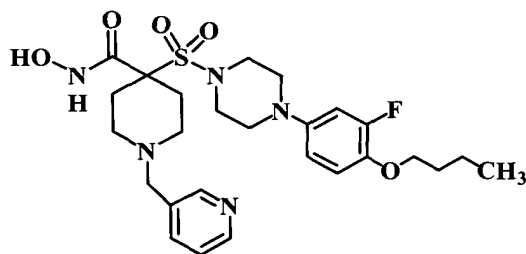
(266-2),



(266-3),



(266-4), and



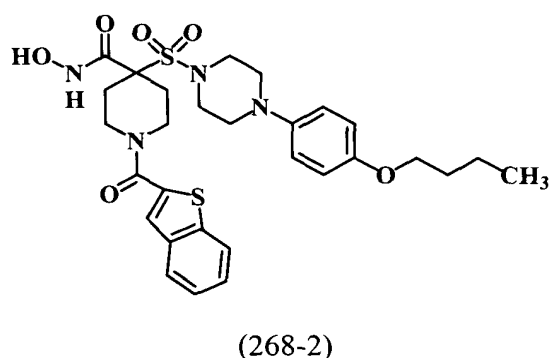
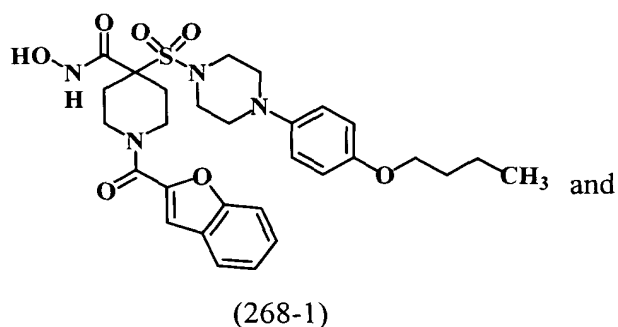
(266-5).

267. A compound or salt thereof according to claim 249, wherein R^x is
5 heteroarylalkyl optionally substituted with one or more substituents independently selected
from the group consisting of halogen, cyano, hydroxy, oxo, C₁-C₆-alkyl, and
C₁-C₆-alkoxy, wherein:

the alkyl and alkoxy are optionally substituted with one or more
independently selected halogen, and

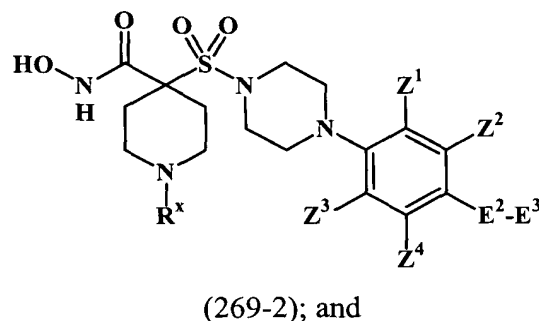
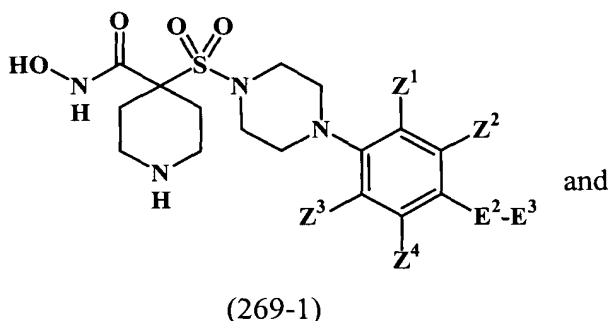
the heteroaryl of the heteroarylalkyl has from 9 to 10 ring members.

268. A compound or salt thereof according to claim 267, wherein the compound corresponds in structure to a formula selected from the group consisting of:



269. A compound or a salt thereof, wherein:

the compound corresponds in structure to a formula selected from the group consisting of:



R^x is selected from the group consisting of alkyl, alkenyl, alkynyl, R^C -oxyalkyl, alkylsulfonyl, R^aR^a -aminoalkyl, carbocyclyl, cycloalkylalkyl, carbocyclylsulfonyl, heterocyclyl, heterocyclylalkyl, and heterocyclylsulfonyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

the amino optionally is substituted by up to 2 independently
selected alkyl; and

E² is selected from the group consisting of: -O-, -C(O)-, -C(O)-O-, -O-C(O)-,
-N(R^a)-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -C(O)-N(R^a)-N(R^a)-C(O)-, -S-, -S(O)-, -S(O)₂-,
5 -N(R^a)-S(O)₂-, -S(O)₂-N(R^a)-, -O-S(O)₂-, -S(O)₂-O-, -C(NH)-, -C(NOH)-, and a bond;
and

E³ is selected from the group consisting of hydrogen, halogen, cyano, alkyl,
alkenyl, alkynyl, alkoxyalkyl, alkoxyalkoxyalkyl, alkylthioalkyl, alkylthioalkylthioalkyl,
alkylthioalkoxyalkyl, alkoxyalkylthioalkyl, aminoalkyl, carbocyclyl, carbocyclylalkyl,
10 heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more
substituents independently selected from the group consisting of halogen, hydroxy,
cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino (optionally
substituted with up to two substituents independently selected from alkyl and
15 carbocyclylalkyl), alkyl, alkoxy, alkylthio, carbocyclyl, and carbocyclylalkyl,
wherein:

any member of such group optionally is substituted with one or
more substituents independently selected from the group consisting of
halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo,
20 imino, aminocarbonyl, and amino; and

each R^a is independently selected from the group consisting of hydrogen, hydroxy,
alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl,
alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl,
carbocyclylalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl,
25 carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl,
carbocyclylsulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkoxyalkyl,
heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl,
heterocyclylsulfonyl, heterocyclylsulfonylalkyl, aminoalkyl, aminosulfonyl,
aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein any member of such group
30 optionally is substituted:

on any carbon atom(s) capable of such substitution with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino, and

on any amino nitrogen atom with up to 2 substituents independently selected from the group consisting of alkyl, alkylcarbonyl, carbocyclyl, and carbocyclylalkyl; and

R^c is selected from the group consisting of hydrogen, alkenyl, alkynyl, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonylalkyl, carbocyclyl, carbocyclylalkyl, carbocycliloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocycliloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonylalkyl, aminoalkyl, and alkoxyalkylaminoalkyl, wherein any member of such group optionally is substituted:

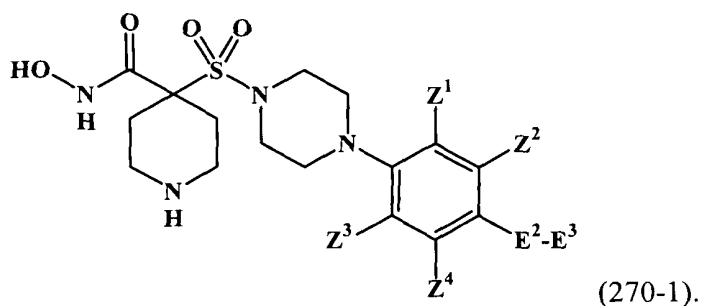
on any carbon atom(s) capable of such substitution with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino, and

on any amino nitrogen atom with up to 2 substituents independently selected from the group consisting of alkyl, alkylcarbonyl, carbocyclyl, and carbocyclylalkyl; and

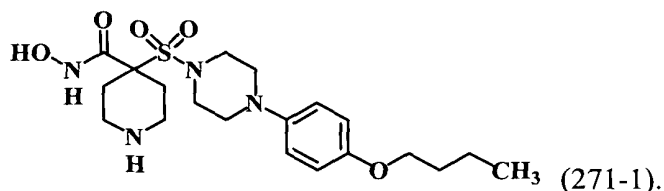
Z¹, Z², Z³, and Z⁴ are independently selected from the group consisting of hydrogen, halogen, hydroxy, amino, mono-alkylamino, di-alkylamino, nitro, nitroso, alkyl, alkoxy, alkoxyalkyl, and alkylthio, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino.

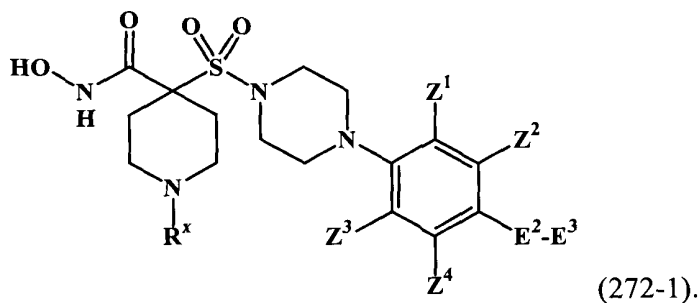
270. A compound or salt thereof according to claim 269, wherein the compound corresponds in structure to the following formula:



5 271. A compound or salt thereof according to claim 270, wherein the compound corresponds in structure to the following formula:



272. A compound or salt thereof according to claim 269, wherein the compound
10 corresponds in structure to the following formula:



273. A compound or salt thereof according to claim 272, wherein R^x is selected
15 from the group consisting of alkyl, alkynyl, aminoalkyl, cycloalkyl, aryl, cycloalkylalkyl,
wherein:

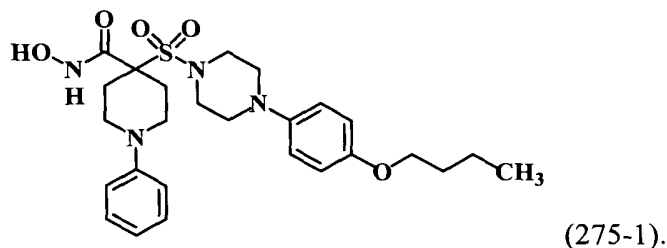
any member of such group optionally is substituted with one or more
independently selected halogen, and

the nitrogen of the aminoalkyl optionally is substituted by up to 2 independently selected alkyl.

274. A compound or salt thereof according to claim 273, wherein R^x is aryl.

5

275. A compound or salt thereof according to claim 274, wherein the compound corresponds in structure to the following formula:

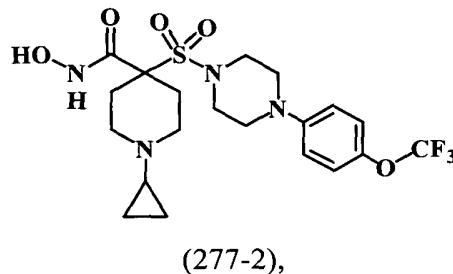
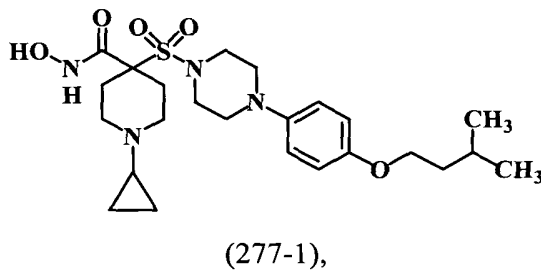


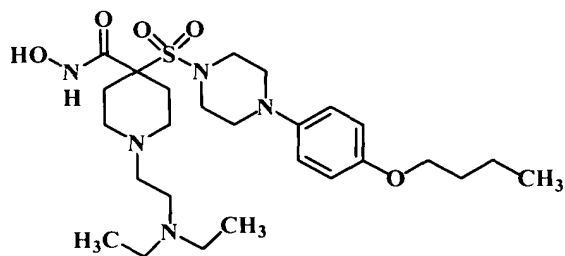
10 276. A compound or salt thereof according to claim 273, wherein R^x is selected from the group consisting of haloalkyl, alkynyl, aminoalkyl, cycloalkyl, and cycloalkylalkyl, wherein:

the nitrogen of the aminoalkyl is optionally substituted by 2 independently selected alkyl.

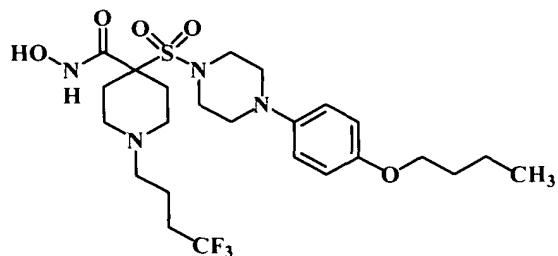
15

277. A compound or salt thereof according to claim 276, wherein the compound corresponds in structure to a formula selected from the group consisting of:

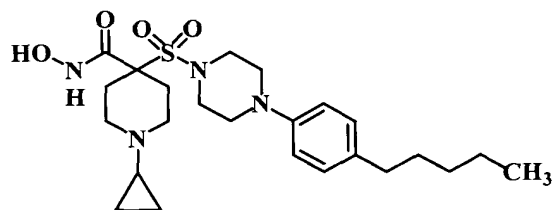




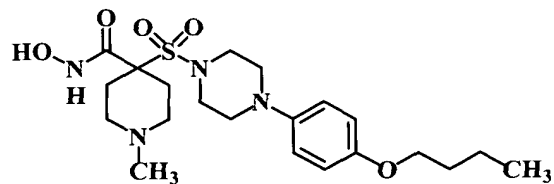
(277-3),



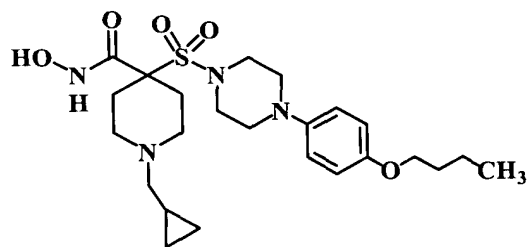
(277-4),



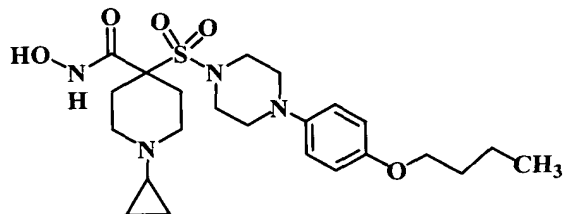
(277-5),



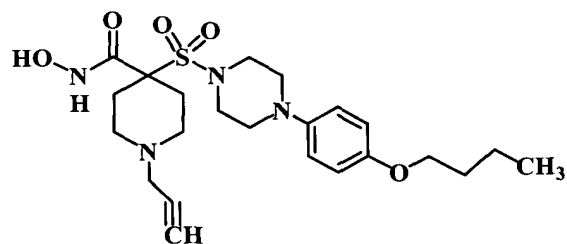
(277-6),



(277-7),



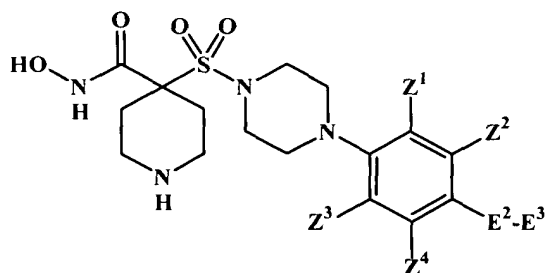
(277-8), and



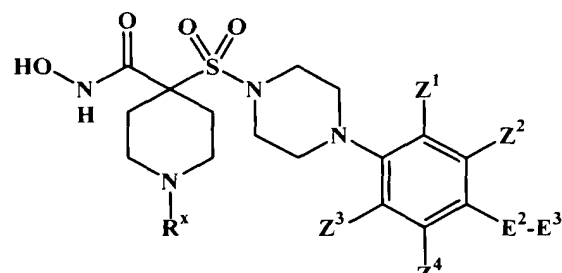
(277-9).

278. A compound or a salt thereof, wherein:

the compound corresponds in structure to a formula selected from the group consisting of:



(278-1)



(278-2); and

R^x is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxyalkyl,

5 R^a-oxyalkyl, alkylsulfonyl, R^aR^a-aminoalkyl, carbocyclyl, carbocyclylalkyl, carbocyclylsulfonyl, heterocyclyl, heterocyclylalkyl, and heterocyclylsulfonyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

10

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

the amino optionally is substituted by up to 2 independently selected alkyl; and

15

E² is selected from the group consisting of: -O-, -C(O)-, -C(O)-O-, -O-C(O)-, -N(R^a)-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -C(O)-N(R^a)-N(R^a)-C(O)-, -S-, -S(O)-, -S(O)₂-, -N(R^a)-S(O)₂-, -S(O)₂-N(R^a)-, -O-S(O)₂-, -S(O)₂-O-, -C(NH)-, -C(NOH)-, and a bond; and

20

E³ is haloalkyl; and

each R^a is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl,

carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl,
carbocyclylsulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkoxyalkyl,
heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl,
heterocyclylsulfonyl, heterocyclylsulfonylalkyl, aminoalkyl, aminosulfonyl,
5 aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein any member of such group
optionally is substituted:

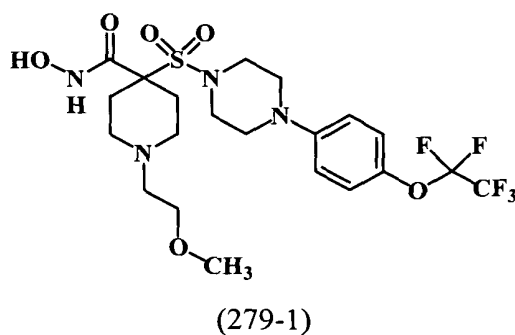
on any carbon atom(s) capable of such substitution with one or more
substituents independently selected from the group consisting of halogen, hydroxy,
cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino, and

10 on any amino nitrogen atom with up to 2 substituents independently
selected from the group consisting of alkyl, alkylcarbonyl, carbocyclyl, and
carbocyclylalkyl; and

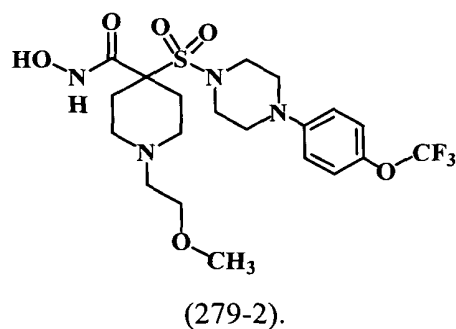
Z^1 , Z^2 , Z^3 , and Z^4 are independently selected from the group consisting of
hydrogen, halogen, hydroxy, amino, mono-alkylamino, di-alkylamino, nitro, nitroso, alkyl,
15 alkoxy, alkoxyalkyl, and alkylthio, wherein:

any member of such group optionally is substituted with one or more
substituents independently selected from the group consisting of halogen, hydroxy,
cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino.

20 279. A compound or salt thereof according to claim 278, wherein the compound
corresponds in structure to a formula selected from the group consisting of:

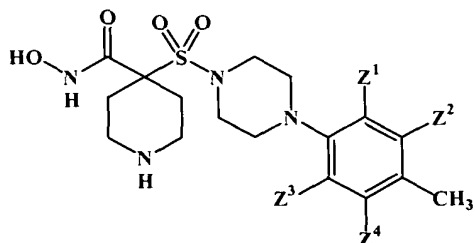


and

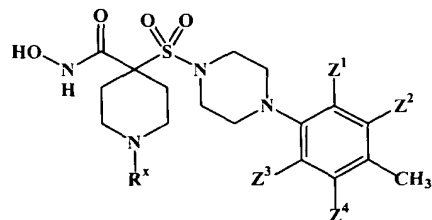


280. A compound or a salt thereof, wherein:

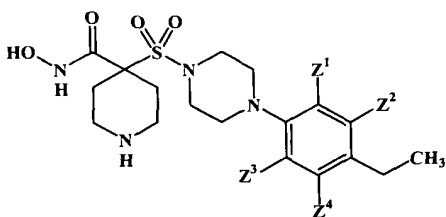
the compound corresponds in structure to the a formula selected from the group consisting of:



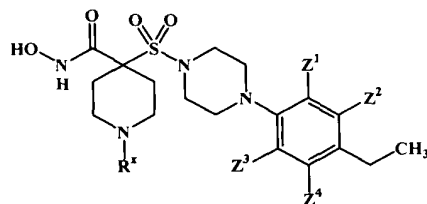
(280-1),



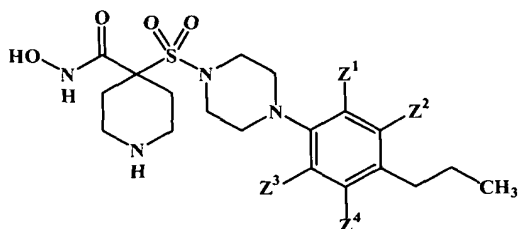
(280-2),



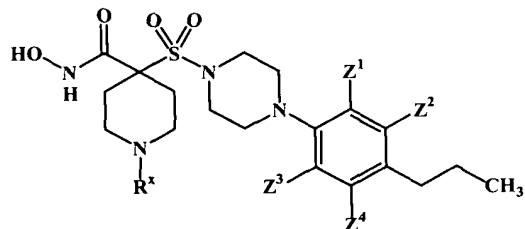
(280-3),



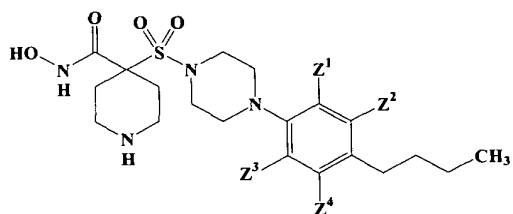
(280-4),



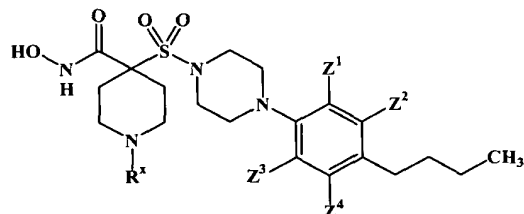
(280-5),



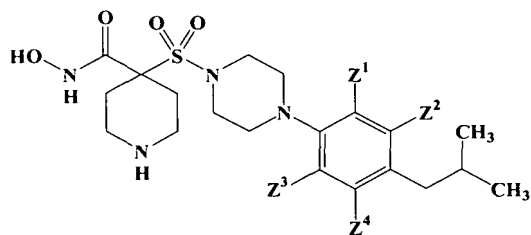
(280-6),



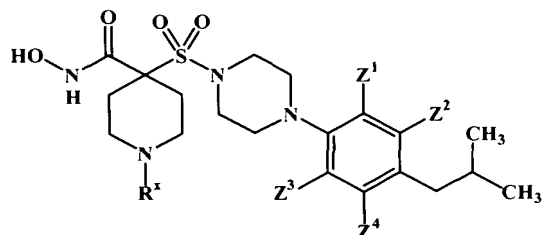
(280-7),



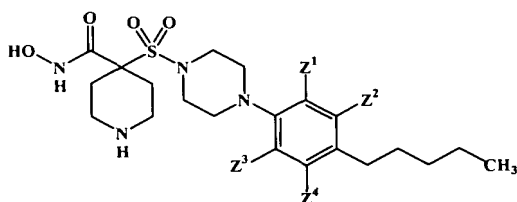
(280-8),



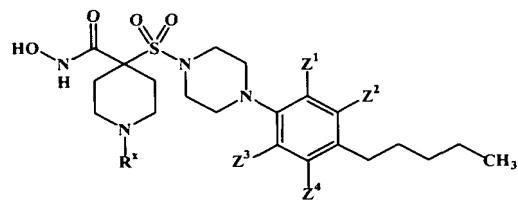
(280-9),



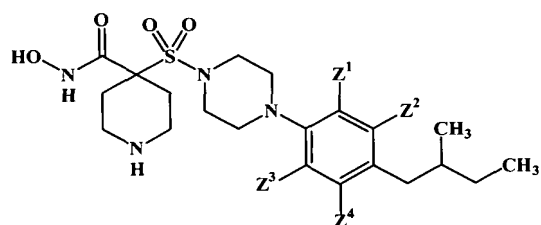
(280-10),



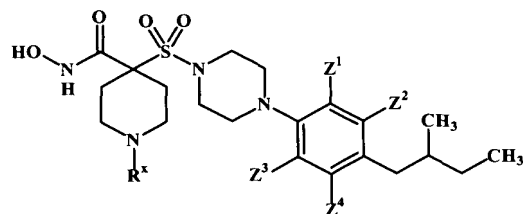
(280-11),



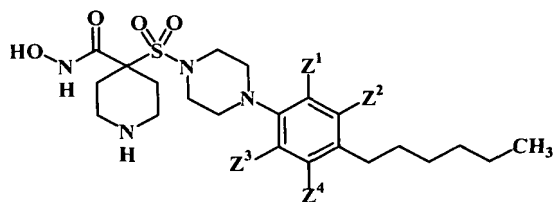
(280-12),



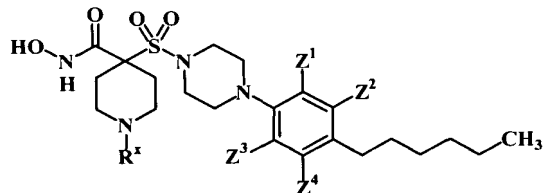
(280-13),



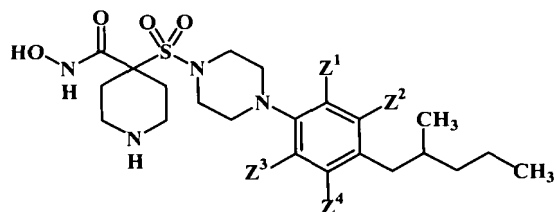
(280-14),



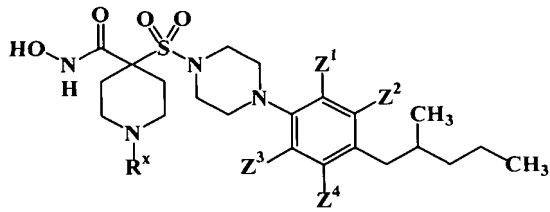
(280-15),



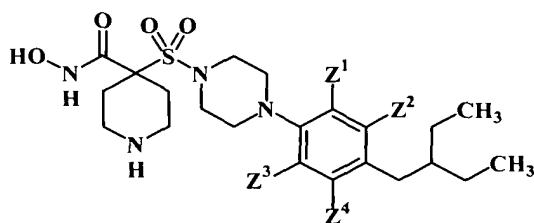
(280-16),



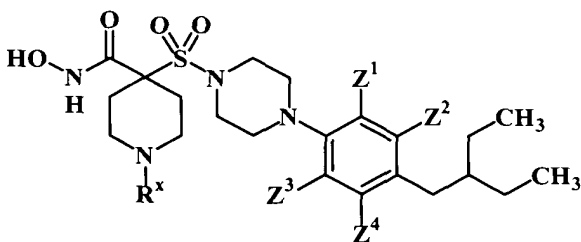
(280-17),



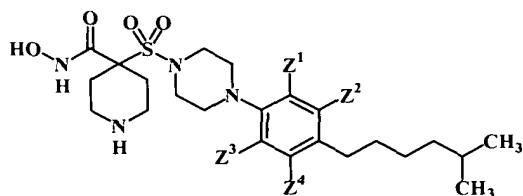
(280-18),



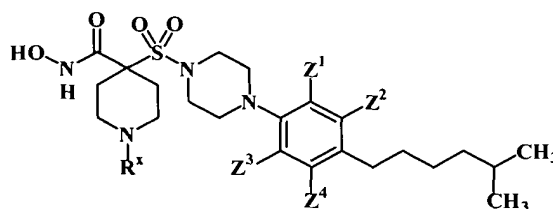
(280-19),



(280-20),



(280-21), and



(280-22); and

R^x is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxyalkyl, R^a-oxyalkyl, alkylsulfonyl, R^aR^a-aminoalkyl, carbocyclyl, carbocyclylalkyl, carbocyclylsulfonyl, heterocyclyl, heterocyclylalkyl, and heterocyclylsulfonyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

the amino optionally is substituted by up to 2 independently selected alkyl; and

each R^a is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl, carbocyclylsulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylthioalkenyl, heterocyclylsulfoxidoalkyl,

heterocyclysulfonyl, heterocyclysulfonylalkyl, aminoalkyl, aminosulfonyl, aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein any member of such group optionally is substituted:

on any carbon atom(s) capable of such substitution with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino, and

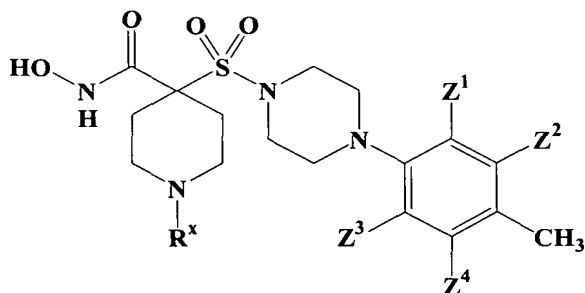
on any amino nitrogen atom with up to 2 substituents independently selected from the group consisting of alkyl, alkylcarbonyl, carbocyclyl, and carbocyclylalkyl; and

Z^1 , Z^2 , Z^3 , and Z^4 are independently selected from the group consisting of hydrogen, halogen, hydroxy, amino, mono-alkylamino, di-alkylamino, nitro, nitroso, alkyl, alkoxy, alkoxyalkyl, and alkylthio, wherein:

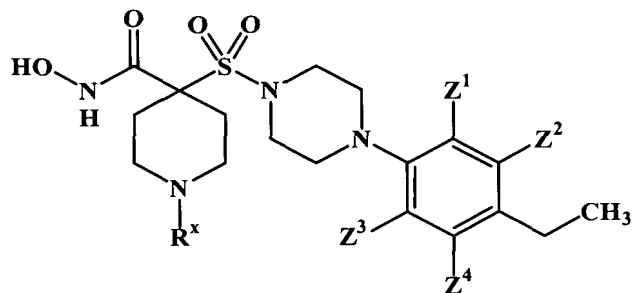
any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino.

281. A compound or salt thereof according to claim 280, wherein the compound corresponds in structure to a formula selected from the group consisting of:

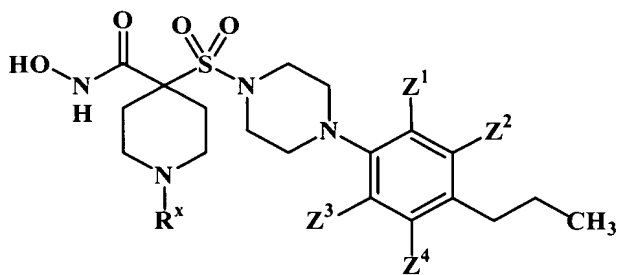
the compound corresponds in structure to the a formula selected from the group consisting of:



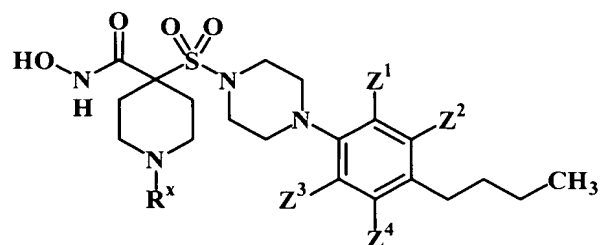
(281-1),



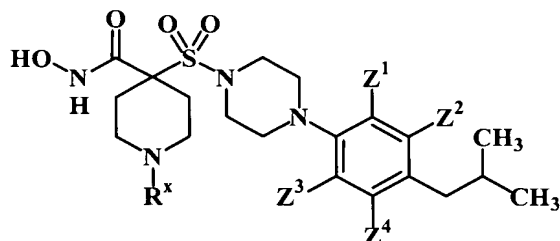
(281-2),



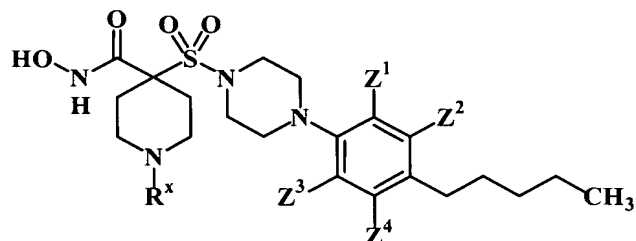
(281-3),



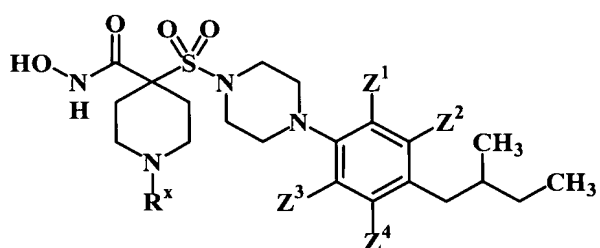
(281-4),



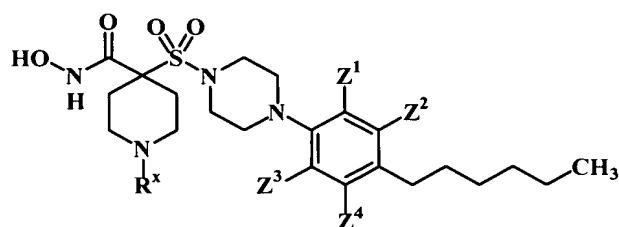
(281-5),



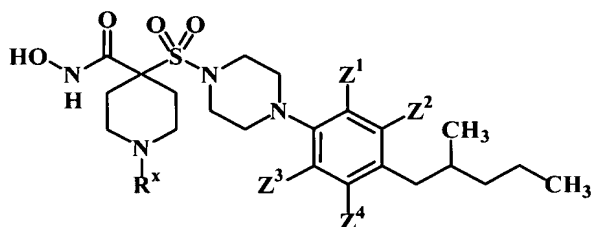
(281-6),



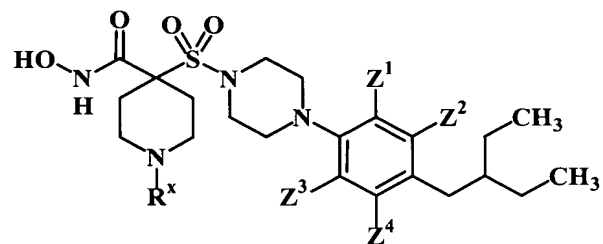
(281-7),



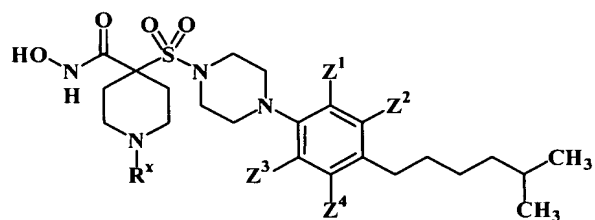
(281-8),



(281-9),

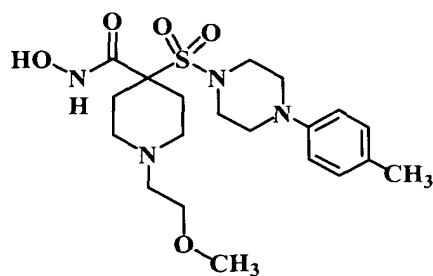


(281-10), and

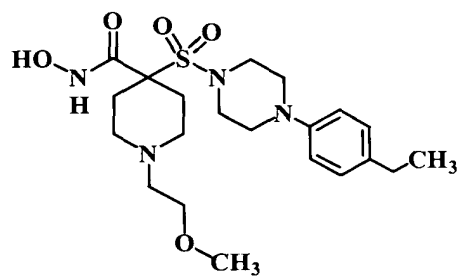


(281-11).

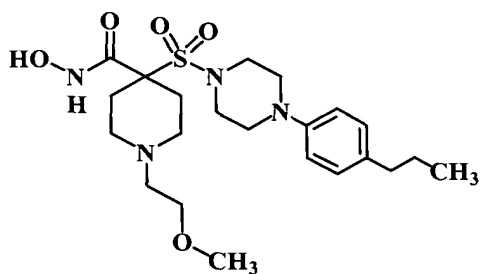
282. A compound or salt thereof according to claim 281, wherein the compound corresponds in structure to a formula selected from the group consisting of:



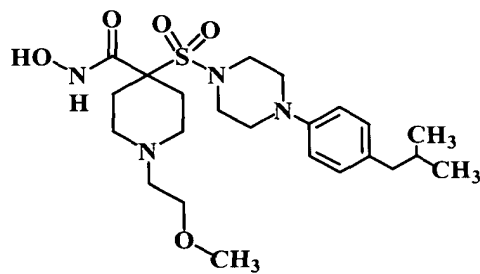
(282-1),



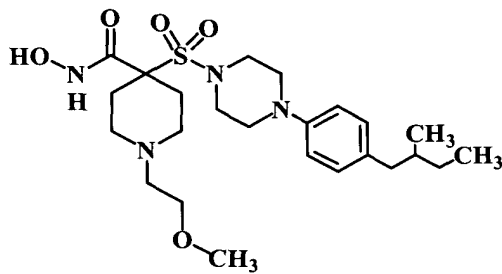
(282-2),



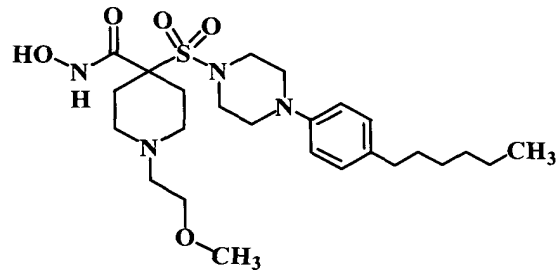
(282-3),



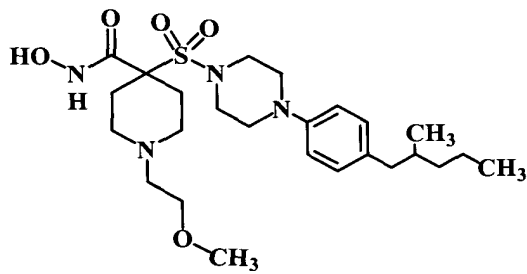
(282-4),



(282-5),

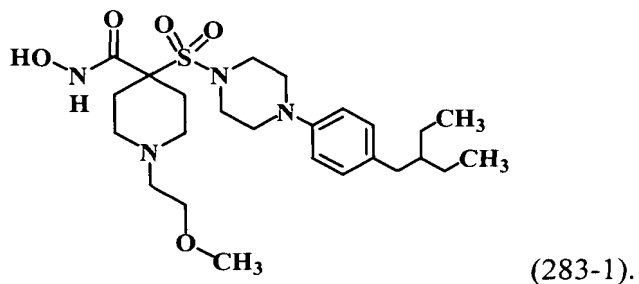


(282-6), and

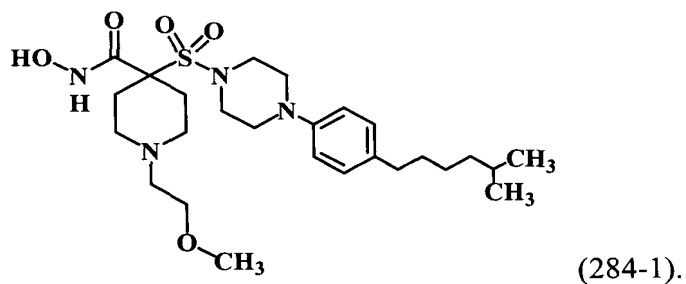


(282-7).

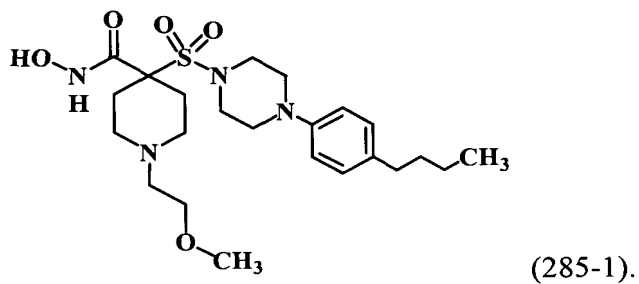
283. A compound or salt thereof according to claim 282, wherein the compound corresponds in structure to the following formula:



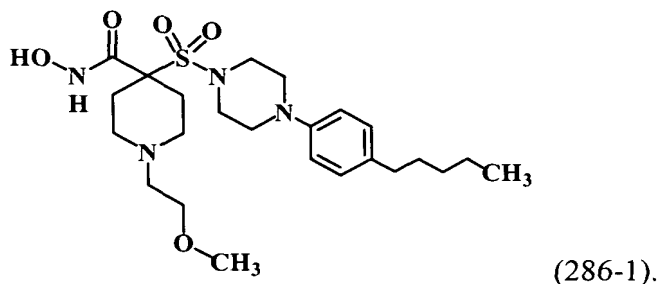
5 284. A compound or salt thereof according to claim 282, wherein the compound corresponds in structure to the following formula:



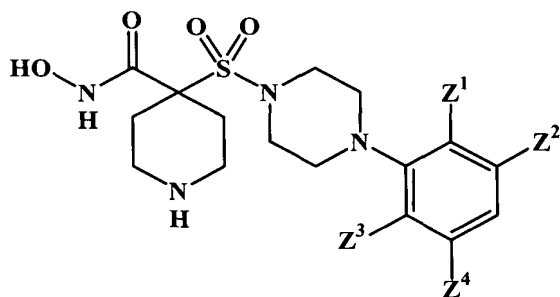
10 285. A compound or salt thereof according to claim 282, wherein the compound corresponds in structure to the following formula:



286. A compound or salt thereof according to claim 282, wherein the compound corresponds in structure to the following formula:

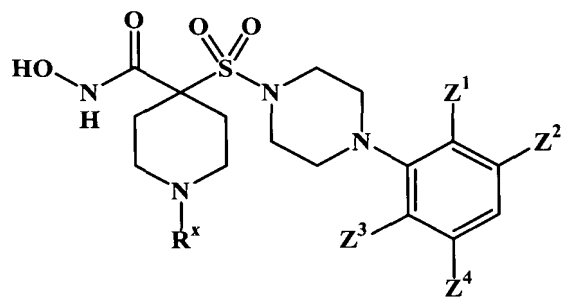


5 287. A compound or a salt thereof, wherein:
the compound corresponds in structure to a formula selected from the group
consisting of:



(287-1)

and



(287-2); and

R^x is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxyalkyl, R^a-oxyalkyl, alkylsulfonyl, R^aR^a-aminoalkyl, carbocyclyl, cycloalkylalkyl, carbocyclylsulfonyl, heterocyclyl, heterocyclylalkyl, and heterocyclylsulfonyl, wherein:
10 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:
15 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and
the amino optionally is substituted by up to 2 independently selected alkyl; and

each R^a is independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl, carbocyclylalkyl, carbocycloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl, carbocyclylsulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocycloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonyl, heterocyclylsulfonylalkyl, aminoalkyl, aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein any member of such group optionally is substituted:

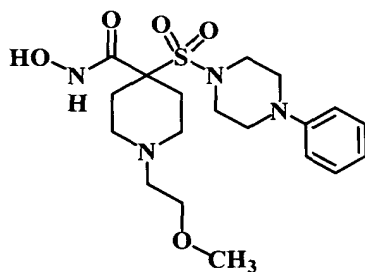
on any carbon atom(s) capable of such substitution with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino, and

on any amino nitrogen atom with up to 2 substituents independently selected from the group consisting of alkyl, alkylcarbonyl, carbocyclyl, and carbocyclylalkyl; and

Z¹, Z², Z³, and Z⁴ are independently selected from the group consisting of hydrogen, halogen, hydroxy, amino, mono-alkylamino, di-alkylamino, nitro, nitroso, alkyl, alkoxy, alkoxyalkyl, and alkylthio, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino.

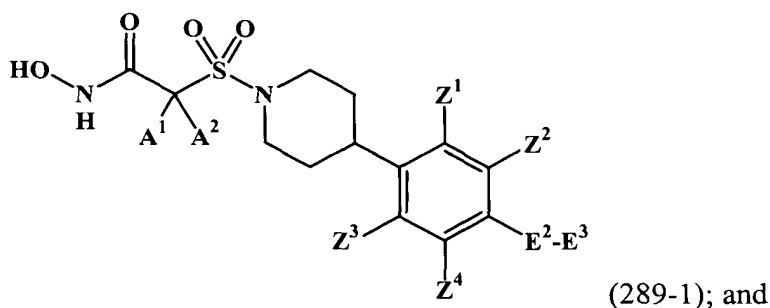
288. A compound or salt thereof according to claim 287, wherein the compound corresponds in structure to the following formula:



(288-1).

289. A compound or a salt thereof, wherein:

the compound corresponds in structure to the following formula:



as to A¹ and A²:

A¹ and A², together with the carbon to which they are bonded, form heterocyclyl or carbocyclyl, wherein:

the heterocyclyl and carbocyclyl optionally are substituted with up to 3 independently selected R^x substituents, or

A¹ and A² are independently selected as follows:

A¹ is selected from the group consisting of hydrogen, alkyl, alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkenyl, carbocyclylalkynyl, carbocycloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylalkylthio, carbocyclylthioalkyl, carbocyclylalkylthioalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkenyl, heterocyclylalkynyl, heterocycloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylalkylthio, heterocyclylthioalkyl, and heterocyclylalkylthioalkyl, wherein:

any member of such group optionally is substituted with up

to 3 independently selected R^x substituents, and

A² is selected from the group consisting of alkyl, alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkenyl, carbocyclylalkynyl, carbocycloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylalkylthio, carbocyclylthioalkyl, carbocyclylalkylthioalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkenyl, heterocyclylalkynyl, heterocycloxyalkyl,

heterocyclylalkoxyalkyl, heterocyclylalkylthio, heterocyclylthioalkyl, and heterocyclylalkylthioalkyl, wherein:

any member of such group optionally is substituted with up to 3 independently selected R^x substituents; and

5 each R^x is independently selected from the group consisting of halogen, cyano, hydroxy, nitro, nitroso, oxo, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, alkoxyalkoxy, R^a-oxyalkyl, alkenyloxy, alkynyloxy, alkylthio, alkylsulfonyl, R^aR^a-amino, R^aR^a-aminoalkyl, R^aR^a-aminoalkoxy, R^aR^a-aminoalkyl(R^a)amino, R^aR^a-aminosulfonyl, carbocyclyl, carbocyclylalkyl, carbocycliloxy, carbocycliloxyalkoxy, carbocyclylthio, carbocyclylsulfonyl, heterocyclyl, heterocyclylalkyl, heterocycliloxy, heterocycliloxyalkoxy, heterocyclylthio, and heterocyclylsulfonyl, wherein:

15 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

20 the amino optionally is substituted by up to 2 independently selected alkyl; and

E² is selected from the group consisting of: -O-, -C(O)-, -C(O)-O-, -O-C(O)-, -N(R^a)-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -C(O)-N(R^a)-N(R^a)-C(O)-, -S-, -S(O)-, -S(O)₂-, -N(R^a)-S(O)₂-, -S(O)₂-N(R^a)-, -O-S(O)₂-, -S(O)₂-O-, -C(NH)-, and -C(NOH)-; and

E³ comprises greater than 3 carbon atoms; and

25 E³ is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxyalkyl, alkoxyalkoxyalkyl, alkylthioalkyl, alkylthioalkylthioalkyl, alkylthioalkoxyalkyl, alkoxyalkylthioalkyl, aminoalkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

30 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy,

cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino (optionally substituted with up to two substituents independently selected from alkyl and carbocyclalkyl), alkyl, alkoxy, alkylthio, carbocycl, and carbocyclalkyl, wherein:

5 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

each R^a is independently selected from the group consisting of hydrogen, hydroxy,
10 alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocycl, carbocyclalkyl, carbocycloxyalkyl, carbocyclalkoxyalkyl, carbocyclthioalkyl, carbocyclthioalkenyl, carbocyclsulfoxidoalkyl, carbocyclsulfonyl, carbocyclsulfonylalkyl, heterocycl, heterocyclalkyl, heterocycloxyalkyl,
15 heterocyclalkoxyalkyl, heterocyclthioalkyl, heterocyclsulfoxidoalkyl, heterocyclsulfonyl, heterocyclsulfonylalkyl, aminoalkyl, aminosulfonyl, aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein any member of such group optionally is substituted:

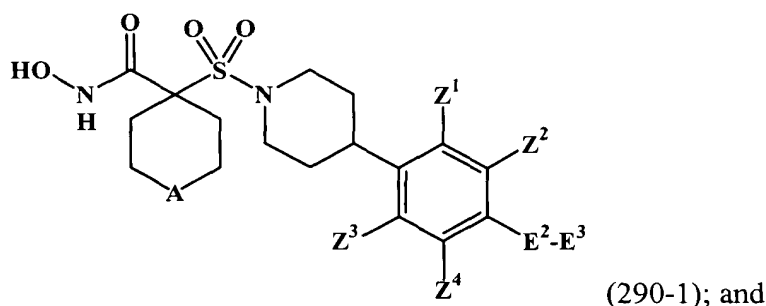
 on any carbon atom(s) capable of such substitution with one or more
20 substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino, and

 on any amino nitrogen atom with up to 2 substituents independently selected from the group consisting of alkyl, alkylcarbonyl, carbocycl, and carbocyclalkyl; and

25 Z¹, Z², Z³, and Z⁴ are independently selected from the group consisting of hydrogen, halogen, hydroxy, amino, mono-alkylamino, di-alkylamino, nitro, nitroso, alkyl, alkoxy, alkoxyalkyl, and alkylthio, wherein:

 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy,
30 cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino.

290. A compound or salt thereof according to claim 289, wherein:
the compound corresponds in structure to the following formula:



A is selected from the group consisting of -O-, -N(H)-, -N(R^x)-, -S-, -S(O)-, and
5 -S(O)₂-; and

R^x is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxyalkyl,
R^a-oxyalkyl, alkylsulfonyl, R^aR^a-aminoalkyl, carbocyclyl, carbocyclylalkyl,
carbocyclylsulfonyl, heterocyclyl, heterocyclylalkyl, and heterocyclylsulfonyl, wherein:

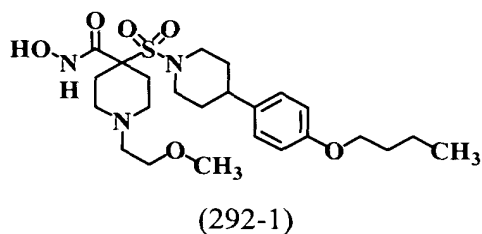
any member of such group optionally is substituted with one or more
10 substituents independently selected from the group consisting of halogen, hydroxy,
cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl,
alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

any member of such group optionally is substituted with one or
more substituents independently selected from the group consisting of
15 halogen and hydroxy, and

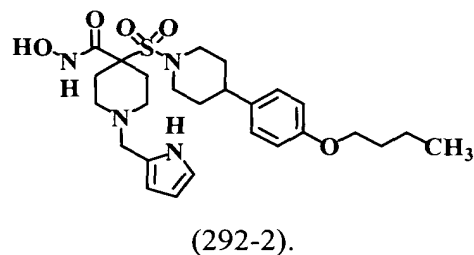
the amino optionally is substituted by up to 2 independently
selected alkyl.

291. A compound or salt thereof according to claim 290, wherein -E²-E³ is
20 alkoxy.

292. A compound or salt thereof according to claim 291, wherein the compound corresponds in structure to a formula selected from the group consisting of:

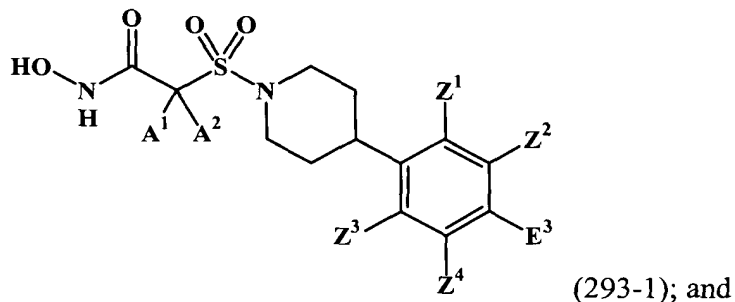


and



293. A compound or a salt thereof, wherein:

5 the compound corresponds in structure to the following formula:



as to A¹ and A²:

A¹ and A², together with the carbon to which they are bonded, form heterocyclyl or carbocyclyl, wherein:

10 the heterocyclyl and carbocyclyl optionally are substituted with up to 3 independently selected R^x substituents, or

A¹ and A² are independently selected as follows:

15 A¹ is selected from the group consisting of hydrogen, alkyl, alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkenyl, carbocyclylalkynyl, carbocycloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylalkylthio, carbocyclylthioalkyl, carbocyclylalkylthioalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkenyl, heterocyclylalkynyl, heterocycloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylalkylthio, heterocyclylthioalkyl, and
20 heterocyclylalkylthioalkyl, wherein:

any member of such group optionally is substituted with up
to 3 independently selected R^X substituents, and

A² is selected from the group consisting of alkyl, alkoxyalkyl,
alkylthioalkyl, alkenyl, alkynyl, carbocyclyl, carbocyclylalkyl,
5 carbocyclylalkenyl, carbocyclylalkynyl, carbocycloxyalkyl,
carbocyclylalkoxyalkyl, carbocyclylalkylthio, carbocyclylthioalkyl,
carbocyclylalkylthioalkyl, heterocyclyl, heterocyclylalkyl,
heterocyclylalkenyl, heterocyclylalkynyl, heterocycloxyalkyl,
heterocyclylalkoxyalkyl, heterocyclylalkylthio, heterocyclylthioalkyl, and
10 heterocyclylalkylthioalkyl, wherein:

any member of such group optionally is substituted with up
to 3 independently selected R^X substituents; and

each R^X is independently selected from the group consisting of halogen, cyano,
hydroxy, nitro, nitroso, oxo, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, alkoxyalkoxy,

15 R^a-oxyalkyl, alkenyloxy, alkynyloxy, alkylthio, alkylsulfonyl, R^aR^a-amino,
R^aR^a-aminoalkyl, R^aR^a-aminoalkoxy, R^aR^a-aminoalkyl(R^a)amino, R^aR^a-aminosulfonyl,
carbocyclyl, carbocyclylalkyl, carbocycloxy, carbocycloxyalkoxy, carbocyclylthio,
carbocyclylsulfonyl, heterocyclyl, heterocyclylalkyl, heterocycloxy,
heterocycloxyalkoxy, heterocyclylthio, and heterocyclylsulfonyl, wherein:

20 any member of such group optionally is substituted with one or more
substituents independently selected from the group consisting of halogen, hydroxy,
cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl,
alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

any member of such group optionally is substituted with one or
25 more substituents independently selected from the group consisting of
halogen and hydroxy, and

the amino optionally is substituted by up to 2 independently
selected alkyl; and

E³ comprises at least 2 carbon atoms; and

E³ is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxyalkyl, alkoxyalkoxyalkyl, alkylthioalkyl, alkylthioalkylthioalkyl, alkylthioalkoxyalkyl, alkoxyalkylthioalkyl, aminoalkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

5 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino (optionally substituted with up to two substituents independently selected from alkyl and carbocyclylalkyl), alkyl, alkoxy, alkylthio, alkylsulfonyl, carbocyclyl, and
10 carbocyclylalkyl, wherein:

 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

15 each R^a is independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl, carbocyclylalkyl, carbocyclyloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl,
20 carbocyclylsulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocyclyloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonyl, heterocyclylsulfonylalkyl, aminoalkyl, aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein any member of such group optionally is substituted:

 on any carbon atom(s) capable of such substitution with one or more
25 substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino, and

 on any amino nitrogen atom with up to 2 substituents independently selected from the group consisting of alkyl, alkylcarbonyl, carbocyclyl, and carbocyclylalkyl; and

Z^1 and Z^3 are independently selected from the group consisting of hydrogen, halogen, hydroxy, amino, mono-alkylamino, di-alkylamino, nitro, nitroso, alkyl, alkoxy, alkoxyalkyl, and alkylthio, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino; and

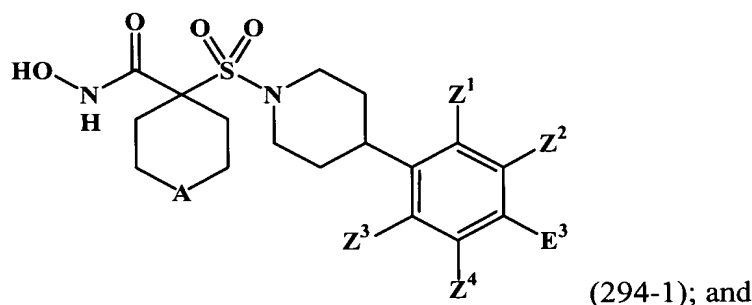
Z^2 and Z^4 are independently selected from the group consisting of hydrogen, halogen, hydroxy, amino, mono-alkylamino, di-alkylamino, nitro, nitroso, alkyl, alkoxy, alkoxyalkyl, and alkylthio, wherein:

the alkoxyalkyl, alkylthio, mono-alkylamino, and di-alkylamino optionally are substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino, and

the alkyl and alkoxy comprise at least two carbons and/or are substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino.

294. A compound or salt thereof according to claim 293, wherein:

the compound corresponds in structure to the following formula:



A is selected from the group consisting of -O-, -N(H)-, -N(R^x)-, -S-, -S(O)-, and -S(O)₂-; and

R^x is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxyalkyl, R^a -oxyalkyl, alkylsulfonyl, R^aR^a -aminoalkyl, carbocyclyl, carbocyclylalkyl, carbocyclylsulfonyl, heterocyclyl, heterocyclylalkyl, and heterocyclylsulfonyl, wherein:

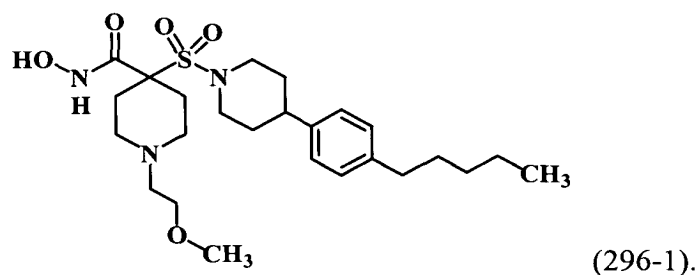
any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

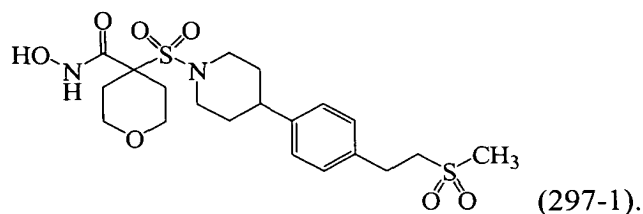
the amino optionally is substituted by up to 2 independently selected alkyl.

295. A compound or salt thereof according to claim 294, wherein $-E^3$ is alkyl.

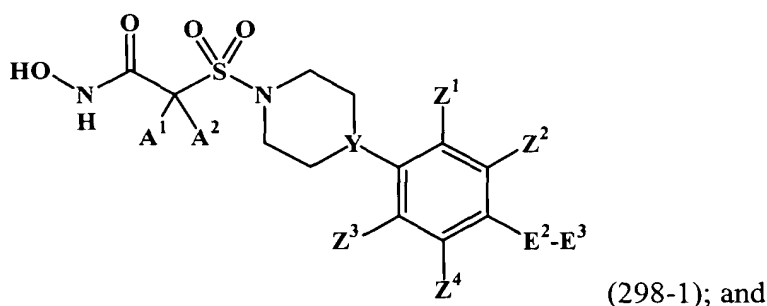
296. A compound or salt thereof according to claim 295, wherein the compound corresponds in structure to the following formula:



297. A compound or salt thereof according to claim 295, wherein the compound corresponds in structure to the following formula:



298. A compound or a salt thereof, wherein:
the compound corresponds in structure to the following formula:



as to A¹ and A²:

5 A¹ and A², together with the carbon to which they are bonded, form
heterocyclyl or carbocyclyl, wherein:
the heterocyclyl and carbocyclyl optionally are substituted with up
to 3 independently selected R^x substituents, or

10 A¹ and A² are independently selected from the group consisting of
hydrogen, alkyl, alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocyclyl,
carbocyclylalkyl, carbocyclylalkenyl, carbocyclylalkynyl, carbocycliloxyalkyl,
carbocyclylalkoxyalkyl, carbocyclylalkylthio, carbocyclylthioalkyl,
carbocyclylalkylthioalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkenyl,
heterocyclylalkynyl, heterocycliloxyalkyl, heterocyclylalkoxyalkyl,
15 heterocyclylalkylthio, heterocyclylthioalkyl, and heterocyclylalkylthioalkyl,
wherein:

any member of such group optionally is substituted with up to 3
independently selected R^x substituents; and

20 each R^x is independently selected from the group consisting of halogen, cyano,
hydroxy, nitro, nitroso, oxo, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, alkoxyalkoxy,
R^a-oxyalkyl, alkenyloxy, alkynyloxy, alkylthio, alkylsulfonyl, R^aR^a-amino,
R^aR^a-aminoalkyl, R^aR^a-aminoalkoxy, R^aR^a-aminoalkyl(R^a)amino, R^aR^a-aminosulfonyl,
carbocyclyl, carbocyclylalkyl, carbocycliloxy, carbocycliloxyalkoxy, carbocyclylthio,
carbocyclylsulfonyl, heterocyclyl, heterocyclylalkyl, heterocycliloxy,
25 heterocycliloxyalkoxy, heterocyclylthio, and heterocyclylsulfonyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

5 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

 the amino optionally is substituted with up to 2 independently selected alkyl; and

10 Y is selected from the group consisting of nitrogen and a carbon bonded to hydrogen; and

 E² is selected from the group consisting of -O-, -C(O)-, -C(O)-O-, -O-C(O)-, -N(R^a)-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -C(O)-N(R^a)-N(R^a)-C(O)-, -S-, -S(O)-, -S(O)₂-, -N(R^a)-S(O)₂-, -S(O)₂-N(R^a)-, -O-S(O)₂-, -S(O)₂-O-, -C(NH)-, -C(NOH)-, and a bond;

15 and

 E³ is perhaloalkyl and comprises at least two carbon atoms;

 each R^a is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl, carbocyclylalkyl, carbocyclyloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl, carbocyclylsulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocyclyloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonyl, heterocyclylsulfonylalkyl, aminoalkyl, aminosulfonyl, aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein any member of such group optionally is substituted:

 on any carbon atom(s) capable of such substitution with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino, and

on any amino nitrogen atom with up to 2 substituents independently selected from the group consisting of alkyl, alkylcarbonyl, carbocyclyl, and carbocyclylalkyl; and

Z^1 , Z^2 , Z^3 , and Z^4 are independently selected from the group consisting of

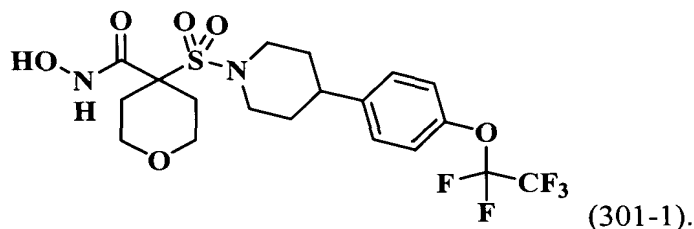
hydrogen, halogen, hydroxy, amino, mono-alkylamino, di-alkylamino, nitro, nitroso, alkyl, alkoxy, alkoxyalkyl, and alkylthio, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino.

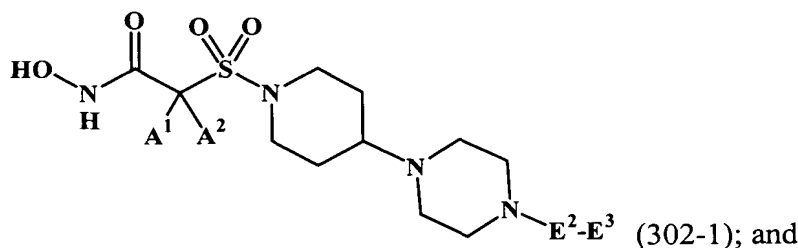
299. A compound or salt thereof according to claim 298, wherein E^2 is -O-.

300. A compound or salt thereof according to claim 298, wherein E^3 is perfluoroalkyl.

301. A compound or salt thereof according to claim 300, wherein the compound corresponds in structure to the following formula:



302. A compound or a salt thereof, wherein:
the compound corresponds in structure to the following formula:



as to A^1 and A^2 :

A¹ and A², together with the carbon to which they are bonded, form heterocyclyl or carbocyclyl, wherein:

the heterocyclyl and carbocyclyl optionally is substituted with up to 3 independently selected R^x substituents, or

5 A¹ and A² are independently selected from the group consisting of hydrogen, alkyl, alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkenyl, carbocyclylalkynyl, carbocycliloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylalkylthio, carbocyclylthioalkyl, carbocyclylalkylthioalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkenyl, heterocyclylalkynyl, heterocycliloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylalkylthio, heterocyclylthioalkyl, and heterocyclylalkylthioalkyl, wherein:

any member of such group optionally is substituted with up to 3 independently selected R^x substituents; and

15 each R^x is independently selected from the group consisting of halogen, cyano, hydroxy, nitro, nitroso, oxo, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, alkoxyalkoxy, R^a-oxyalkyl, alkenyloxy, alkynyloxy, alkylthio, alkylsulfonyl, R^aR^a-amino, R^aR^a-aminoalkyl, R^aR^a-aminoalkoxy, R^aR^a-aminoalkyl(R^a)amino, R^aR^a-aminosulfonyl, carbocyclyl, carbocyclylalkyl, carbocycliloxy, carbocycliloxyalkoxy, carbocyclylthio, carbocyclylsulfonyl, heterocyclyl, heterocyclylalkyl, heterocycliloxy, heterocycliloxyalkoxy, heterocyclylthio, and heterocyclylsulfonyl, wherein:

25 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

the amino optionally is substituted with up to 2 independently selected alkyl; and

E² is selected from the group consisting of -C(O)-, -C(O)-O-, -C(O)-N(R^a)-, -S(O)₂-, -S(O)₂-N(R^a)-, -C(NH)-, -C(NOH)-, and a bond; and

E³ is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, alkoxyalkyl, alkoxyalkoxyalkyl, alkylthioalkyl, alkylthioalkylthioalkyl, alkylthioalkoxyalkyl, alkoxyalkylthioalkyl, aminoalkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino (optionally substituted with up to two substituents independently selected from alkyl and carbocyclylalkyl), alkyl, alkoxy, alkylthio, carbocyclyl, and carbocyclylalkyl, wherein:

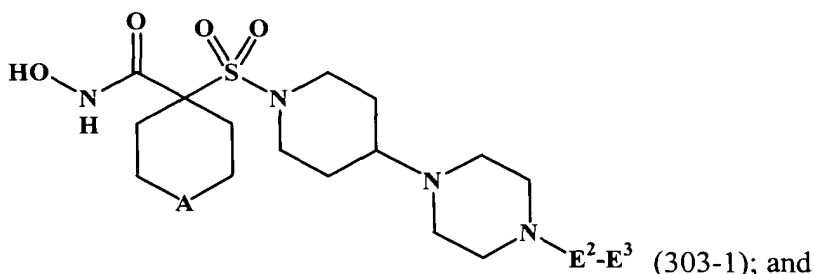
any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

each R^a is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl, carbocyclylsulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkoxyalkyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylthioalkenyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonyl, heterocyclylsulfonylalkyl, aminoalkyl, aminosulfonyl, aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein any member of such group optionally is substituted:

on any carbon atom(s) capable of such substitution with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino, and

on any amino nitrogen atom with up to 2 substituents independently selected from the group consisting of alkyl, alkylcarbonyl, carbocyclyl, and carbocyclylalkyl.

- 5 303. A compound or salt thereof according to claim 302, wherein:
the compound corresponds in structure to the following formula:



A is selected from the group consisting of -O-, -N(H)-, -N(R^x)-, -S-, -S(O)-, and -S(O)₂-; and

- 10 R^x is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxyalkyl, R^a-oxyalkyl, alkylsulfonyl, R^aR^a-aminoalkyl, carbocyclyl, carbocyclylalkyl, carbocyclylsulfonyl, heterocyclyl, heterocyclylalkyl, and heterocyclylsulfonyl, wherein:

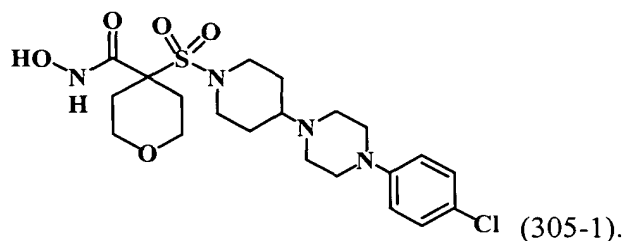
any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, 15 alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

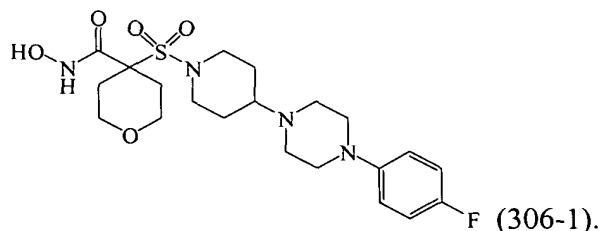
- 20 the amino optionally is substituted with up to 2 independently selected alkyl.

304. A compound or salt thereof according to claim 303, wherein E² is a bond.

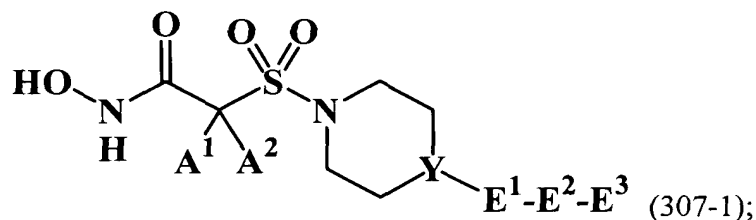
305. A compound or salt thereof according to claim 304, wherein the compound corresponds in structure to the following formula:



5 306. A compound or salt thereof according to claim 304, wherein the compound corresponds in structure to the following formula:



10 307. A compound or a salt thereof, wherein:
the compound corresponds in structure to the following formula:



as to A¹ and A²:

A¹ and A², together with the carbon to which they are bonded, form heterocyclyl or carbocyclyl, wherein:

15 the heterocyclyl and carbocyclyl optionally are substituted with up to 3 independently selected R^x substituents, or

A¹ and A² are independently selected from the group consisting of hydrogen, alkyl, alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkenyl, carbocyclylalkynyl, carbocyclyoxyalkyl,

carbocyclalkoxyalkyl, carbocyclalkylthio, carbocyclthioalkyl,
carbocyclalkylthioalkyl, heterocycl, heterocyclalkyl, heterocyclalkenyl,
heterocyclalkynyl, heterocycloxyalkyl, heterocyclalkoxyalkyl,
heterocyclalkylthio, heterocyclthioalkyl, and heterocyclalkylthioalkyl,
5 wherein:

any member of such group optionally is substituted with up to 3
independently selected R^X substituents; and

each R^X is independently selected from the group consisting of halogen, cyano,
hydroxy, nitro, nitroso, oxo, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, alkoxyalkoxy,

10 R^a-oxyalkyl, alkenyloxy, alkynyloxy, alkylthio, alkylsulfonyl, R^aR^a-amino,
R^aR^a-aminoalkyl, R^aR^a-aminoalkoxy, R^aR^a-aminoalkyl(R^a)amino, R^aR^a-aminosulfonyl,
carbocycl, carbocyclalkyl, carbocycloxy, carbocycloxyalkoxy, carbocyclthio,
carbocyclsulfonyl, heterocycl, heterocyclalkyl, heterocycloxy,
heterocycloxyalkoxy, heterocyclthio, and heterocyclsulfonyl, wherein:

15 any member of such group optionally is substituted with one or more
substituents independently selected from the group consisting of halogen, hydroxy,
cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl,
alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

any member of such group optionally is substituted with one or
20 more substituents independently selected from the group consisting of
halogen and hydroxy, and

the amino optionally is substituted with up to 2 independently
selected alkyl; and

Y is selected from the group consisting of nitrogen and carbon bonded to
25 hydrogen; and

E¹ is selected from the group consisting of alkyl and alkenyl, wherein:

the alkyl and alkenyl are optionally substituted with one or more
substituents independently selected from the group consisting of halogen, hydroxy,
amino, mono-alkylamino, di-alkylamino, nitro, nitroso, alkyl, alkoxy, alkoxyalkyl,
30 and alkylthio, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino; and

5 E^2 is selected from the group consisting of -O-, -C(O)-, -C(O)-O-, -O-C(O)-, -N(R^a)-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -C(O)-N(R^a)-N(R^a)-C(O)-, -N(R^a)-C(O)-C(O)-, -S-, -S(O)-, -S(O)₂-, -N(R^a)-S(O)₂-, -S(O)₂-N(R^a)-, -O-S(O)₂-, -S(O)₂-O-, -C(NH)-, and -C(NOH)-; and

10 E^3 is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxyalkyl, alkoxyalkoxyalkyl, alkylthioalkyl, alkylthioalkylthioalkyl, alkylthioalkoxyalkyl, alkoxyalkylthioalkyl, aminoalkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

15 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino (optionally substituted with up to two substituents independently selected from alkyl and carbocyclylalkyl), alkyl, alkoxy, alkylthio, carbocyclyl, and carbocyclylalkyl, wherein:

20 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

25 each R^a is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl, carbocyclylsulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonyl, heterocyclylsulfonylalkyl, aminoalkyl, aminosulfonyl,

30

aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein any member of such group optionally is substituted:

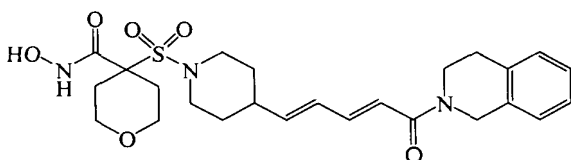
on any carbon atom(s) capable of such substitution with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino, and

on any amino nitrogen atom with up to 2 substituents independently selected from the group consisting of alkyl, alkylcarbonyl, carbocyclyl, and carbocyclylalkyl.

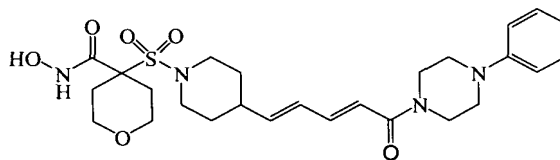
308. A compound or salt thereof according to claim 307, wherein E¹ is alkenyl.

309. A compound or salt thereof according to claim 308, wherein E² is -C(O)-.

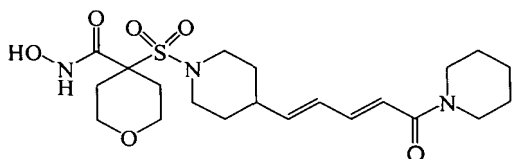
310. A compound or salt thereof according to claim 309, wherein the compound corresponds in structure to a formula selected from the group consisting of the following:



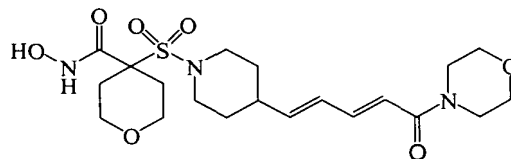
(310-1),



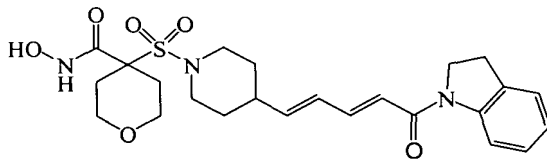
(310-2),



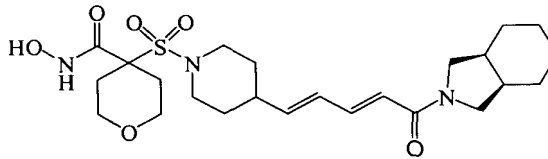
(310-3).



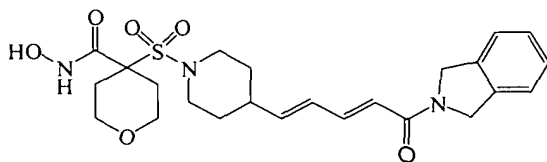
(310-4),



(310-5),



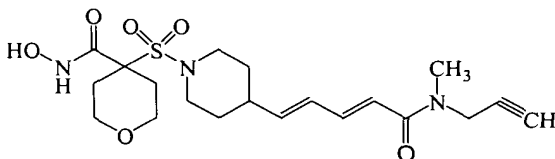
(310-6), and



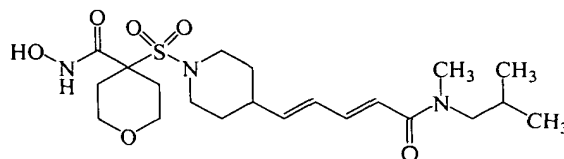
(310-7).

311. A compound or salt thereof according to claim 308, wherein E² is -C(O)-N(R^a)-.

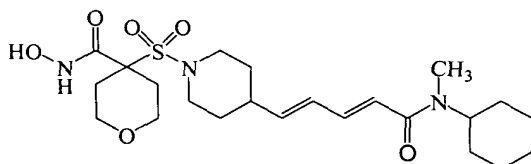
5 312. A compound or salt thereof according to claim 311, wherein the compound corresponds in structure to a formula selected from the group consisting of the following:



(312-1),



(312-2), and



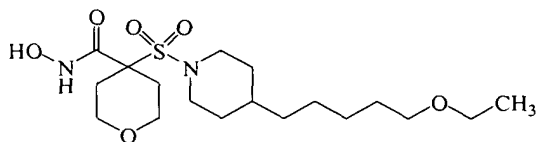
(312-3).

313. A compound or salt thereof according to claim 307, wherein E¹ is alkyl.

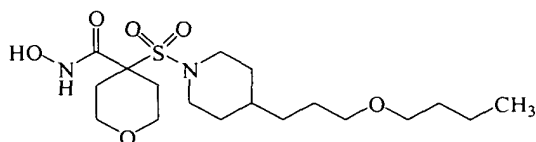
10 314. A compound or salt thereof according to claim 313, wherein E¹ is methyl.

315. A compound or salt thereof according to claim 313, wherein E² is -O-.

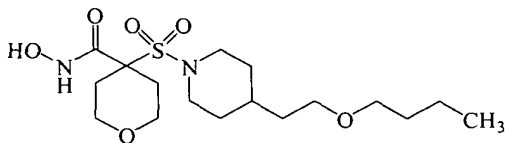
15 316. A compound or salt thereof according to claim 315, wherein the compound corresponds in structure to a formula selected from the group consisting of the following:



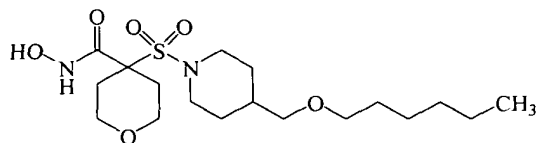
(316-1),



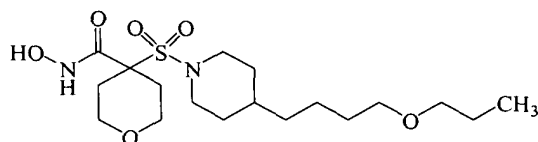
(316-2),



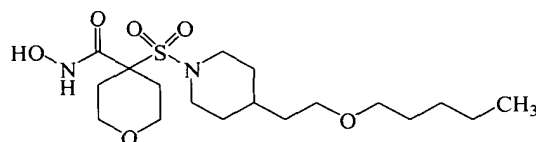
(316-3),



(316-4),



(316-5), and



(316-6).

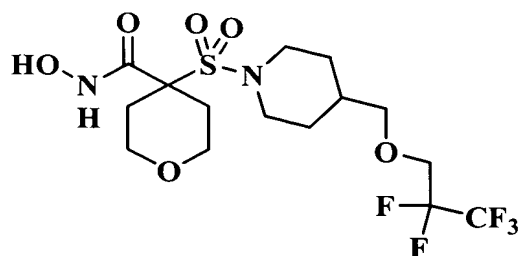
317. A compound or salt thereof according to claim 315, wherein E³ is selected from the group consisting of alkyl and carbocyclylalkyl, wherein:

the alkyl and carbocyclylalkyl optionally are substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino, alkyl, alkoxy, alkylthio, carbocyclyl, and carbocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino.

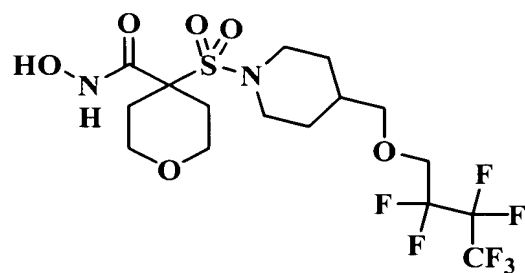
318. A compound or salt thereof according to claim 317, wherein E³ is alkyl partially substituted with halogen.

319. A compound or salt thereof according to claim 318, wherein the compound corresponds in structure to a formula selected from the group consisting of the following:



(319-1)

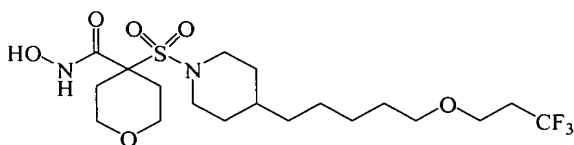
and



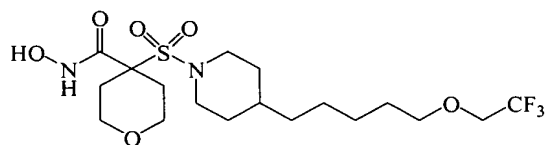
(319-2).

320. A compound or salt thereof according to claim 318, wherein E³ is alkyl substituted with trifluoromethyl.

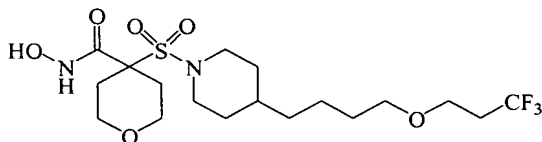
5 321. A compound or salt thereof according to claim 320, wherein the compound corresponds in structure to a formula selected from the group consisting of the following:



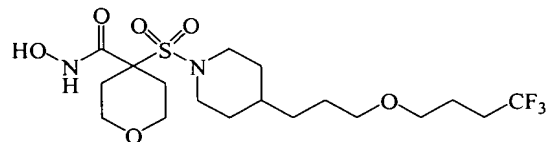
(321-1),



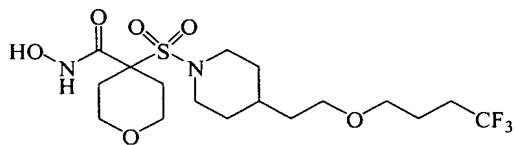
(321-2),



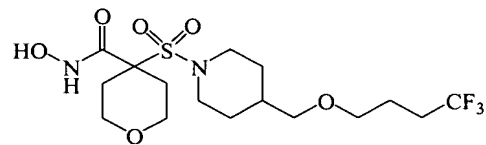
(321-3),



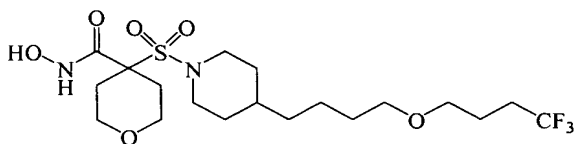
(321-4),



(321-5),



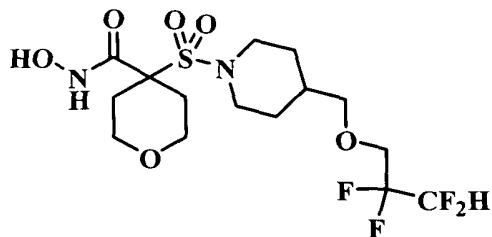
(321-6), and



(321-7).

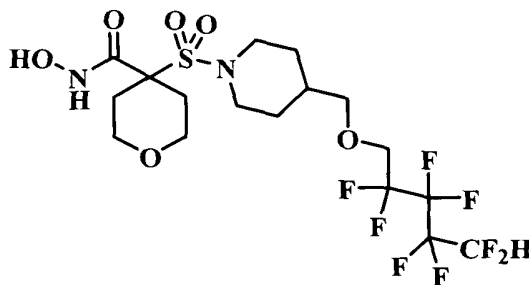
322. A compound or salt thereof according to claim 318, wherein E³ is alkyl comprising a carbon bonded to at least one hydrogen and at least one halogen.

323. A compound or salt thereof according to claim 322, wherein the compound corresponds in structure to a formula selected from the group consisting of the following:



(323-1)

and



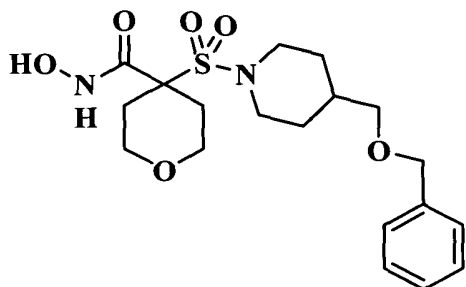
(323-2).

324. A compound or salt thereof according to claim 317, wherein E³ is phenylalkyl, wherein:

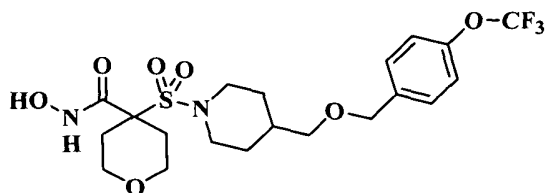
the phenylalkyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino, alkyl, alkoxy, alkylthio, carbocyclyl, and carbocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino.

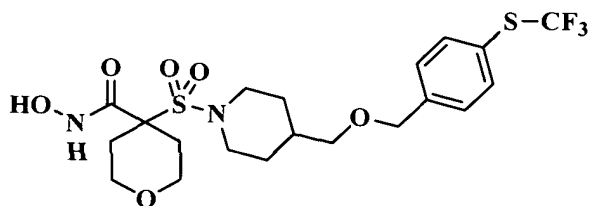
325. A compound or salt thereof according to claim 324, wherein the compound corresponds in structure to a formula selected from the group consisting of the following:



(325-1),



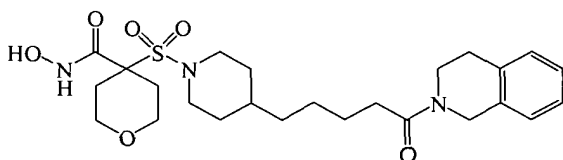
(325-2), and



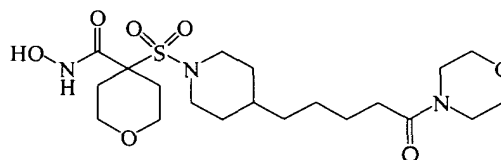
(325-3).

326. A compound or salt thereof according to claim 313, wherein E² is -C(O)-.

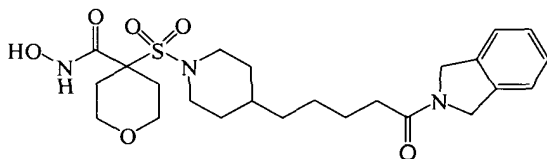
327. A compound or salt thereof according to claim 311, wherein the compound
5 corresponds in structure to a formula selected from the group consisting of the following:



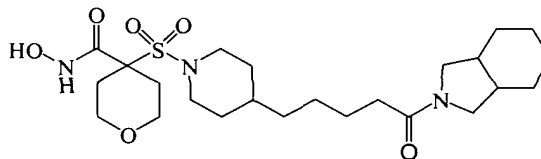
(327-1),



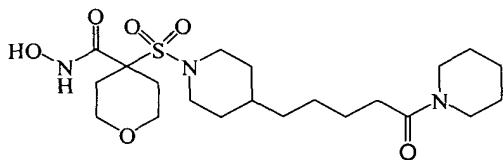
(327-2),



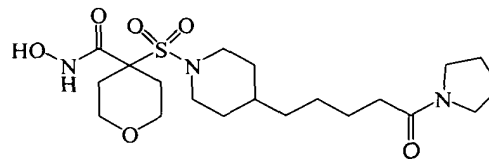
(327-3),



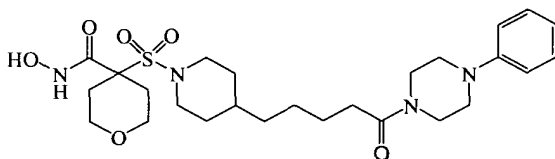
(327-4),



(327-5),

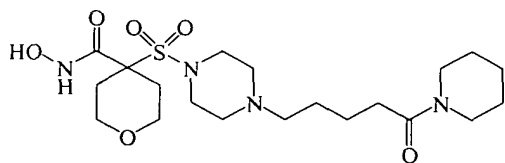


(327-6), and

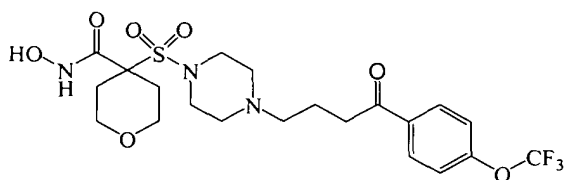


(327-7).

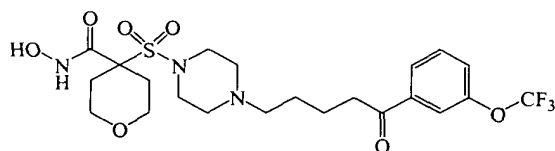
328. A compound or salt thereof according to claim 311, wherein the compound
corresponds in structure to a formula selected from the group consisting of the following:



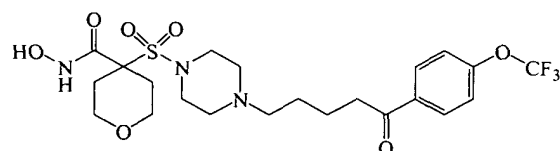
(328-1),



(328-2),



(328-3), and

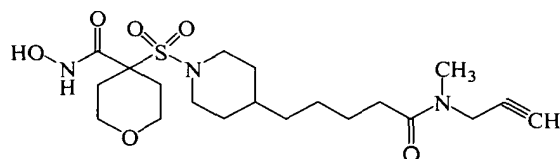


(328-4).

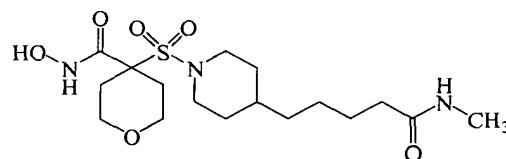
329. A compound or salt thereof according to claim 313, wherein E² is -C(O)-N(R^a)-.

5 330. A compound or salt thereof according to claim 329, wherein R^a is selected from the group consisting of hydrogen, methyl, phenyl, and halophenyl.

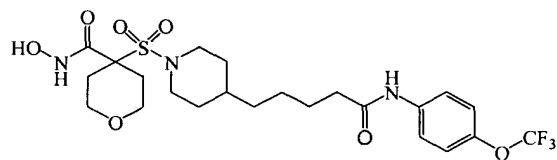
331. A compound or salt thereof according to claim 330, wherein the compound corresponds in structure to a formula selected from the group consisting of the following:



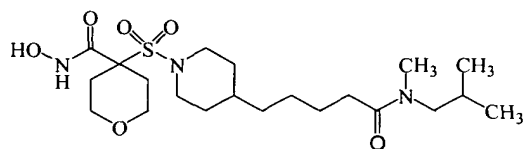
(331-1),



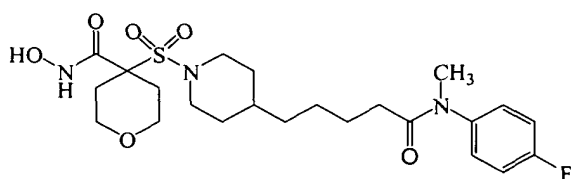
(331-2),



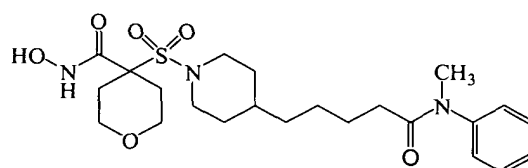
(331-3),



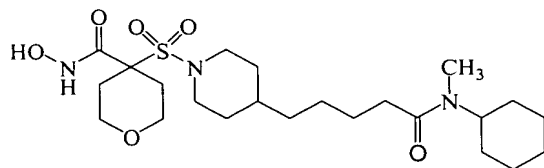
(331-4),



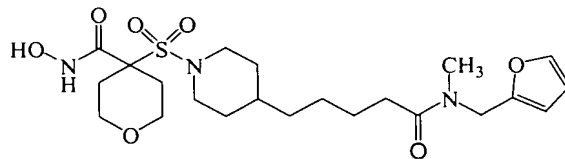
(331-5),



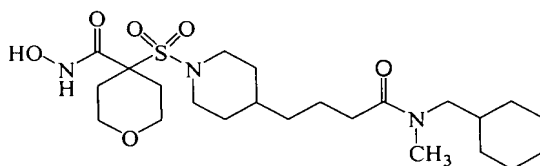
(331-6),



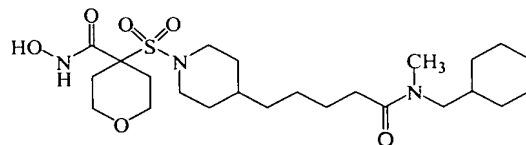
(331-7),



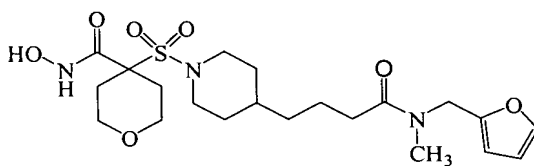
(331-8),



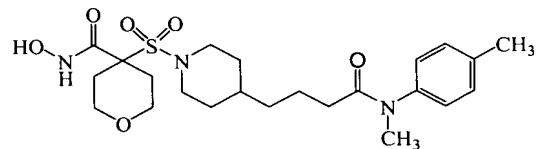
(331-9),



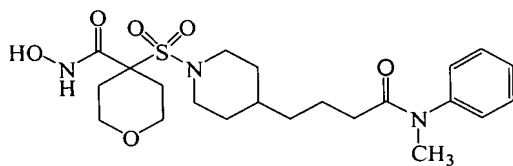
(331-10),



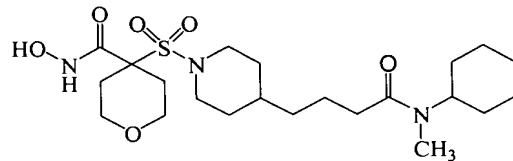
(331-11),



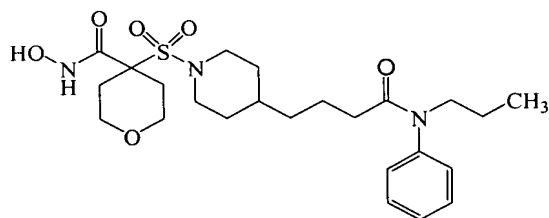
(331-12),



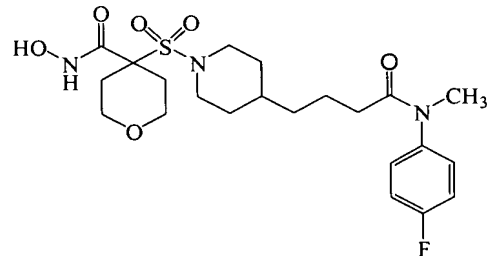
(331-13),



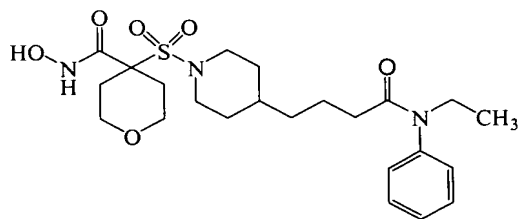
(331-14),



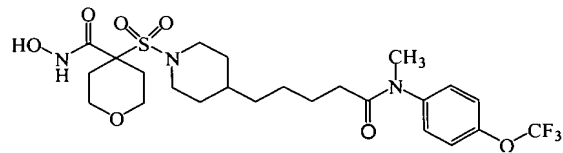
(331-15),



(331-16),

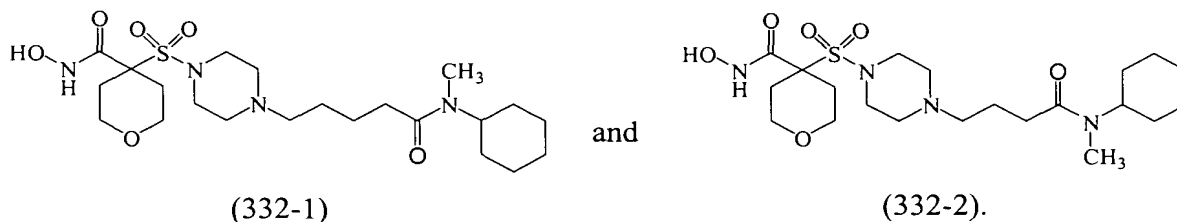


(331-17), and



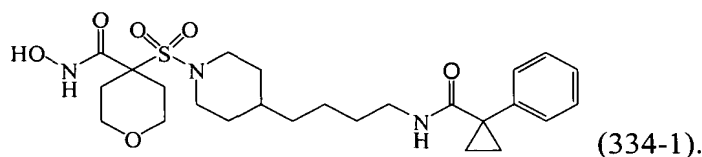
(331-18).

332. A compound or salt thereof according to claim 330, wherein the compound corresponds in structure to a formula selected from the group consisting of the following:



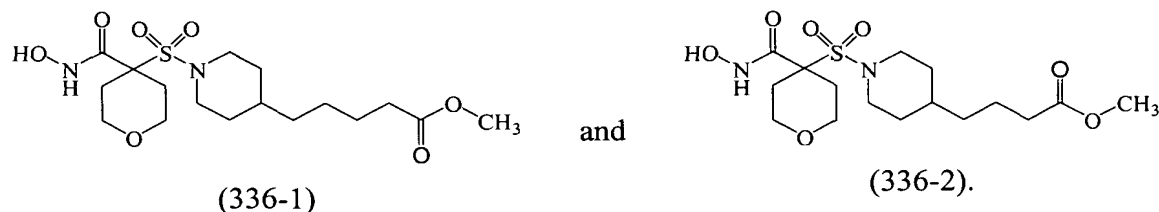
333. A compound or salt thereof according to claim 313, wherein E^2 is
5 -N(R^a)-C(O)-.

334. A compound or salt thereof according to claim 333, wherein the compound corresponds in structure to the following formula:



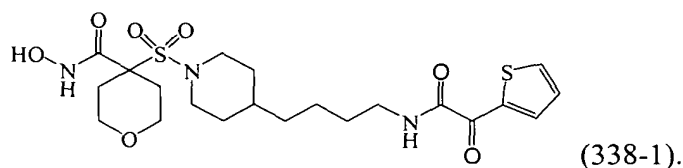
335. A compound or salt thereof according to claim 313, wherein E^2 is -C(O)-O-.

336. A compound or salt thereof according to claim 335, wherein the compound
15 corresponds in structure to a formula selected from the group consisting of the following:

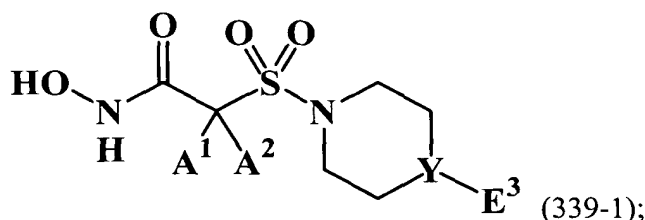


337. A compound or salt thereof according to claim 313, wherein E^2 is
-N(R^a)-C(O)-C(O)-.

338. A compound or salt thereof according to claim 337, wherein the compound corresponds in structure to the following formula:



5 339. A compound or a salt thereof, wherein:
the compound corresponds in structure to the following formula:



as to A¹ and A²:

A¹ and A², together with the carbon to which they are bonded, form
10 heterocyclyl or carbocyclyl, wherein:

the heterocyclyl and carbocyclyl optionally are substituted with up
to 3 independently selected R^x substituents, or

A¹ and A² are independently selected from the group consisting of
hydrogen, alkyl, alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocyclyl,
15 carbocyclylalkyl, carbocyclylalkenyl, carbocyclylalkynyl, carbocycliloxyalkyl,
carbocyclylalkoxyalkyl, carbocyclylalkylthio, carbocyclylthioalkyl,
carbocyclylalkylthioalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkenyl,
heterocyclylalkynyl, heterocycliloxyalkyl, heterocyclylalkoxyalkyl,
heterocyclylalkylthio, heterocyclylthioalkyl, and heterocyclylalkylthioalkyl,
20 wherein:

any member of such group optionally is substituted with up to 3
independently selected R^x substituents; and

each R^x is independently selected from the group consisting of halogen, cyano,
hydroxy, nitro, nitroso, oxo, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, alkoxyalkoxy,

R^a-oxyalkyl, alkenyloxy, alkynyloxy, alkylthio, alkylsulfonyl, R^aR^a-amino, R^aR^a-aminoalkyl, R^aR^a-aminoalkoxy, R^aR^a-aminoalkyl(R^a)amino, R^aR^a-aminosulfonyl, carbocyclyl, carbocyclylalkyl, carbocycloxy, carbocycloxyalkoxy, carbocyclylthio, carbocyclylsulfonyl, heterocyclyl, heterocyclylalkyl, heterocycloxy,

5 heterocycloxyalkoxy, heterocyclylthio, and heterocyclylsulfonyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

10 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

the amino optionally is substituted with up to 2 independently selected alkyl; and

15 Y is selected from the group consisting of nitrogen and carbon bonded to hydrogen; and

E³ is selected from the group consisting of alkenyl and alkynyl, wherein:

the alkenyl and alkynyl optionally are substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, 20 cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino (optionally substituted with up to two substituents independently selected from alkyl and carbocyclylalkyl), alkyl, alkoxy, alkylthio, carbocyclyl, and carbocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of 25 halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

each R^a is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, 30 alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl, carbocyclylalkyl, carbocycloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl,

carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl,
carbocyclylsulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocyclyoxyalkyl,
heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl,
heterocyclylsulfonyl, heterocyclylsulfonylalkyl, aminoalkyl, aminosulfonyl,
5 aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein any member of such group
optionally is substituted:

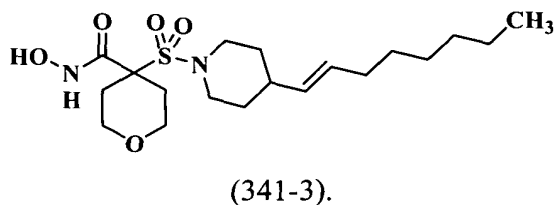
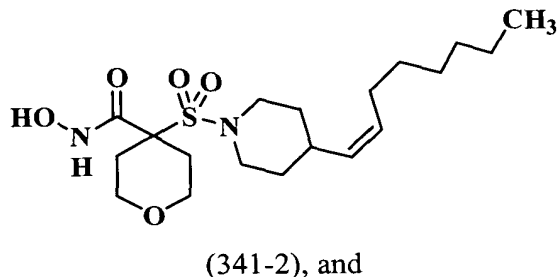
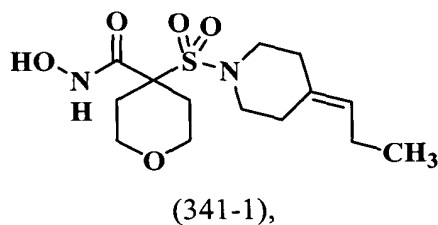
on any carbon atom(s) capable of such substitution with one or more
substituents independently selected from the group consisting of halogen, hydroxy,
cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino, and

10 on any amino nitrogen atom with up to 2 substituents independently
selected from the group consisting of alkyl, alkylcarbonyl, carbocyclyl, and
carbocyclylalkyl.

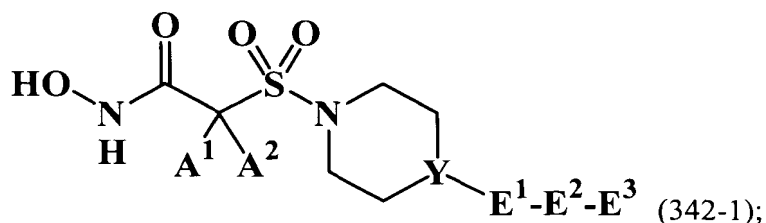
340. A compound or salt thereof according to claim 339, wherein E³ is alkenyl.

15

341. A compound or salt thereof according to claim 340, wherein the compound
corresponds in structure to a formula selected from the group consisting of the following:



342. A compound or a salt thereof, wherein:
the compound corresponds in structure to the following formula:



as to A¹ and A²:

A¹ and A², together with the carbon to which they are bonded, form heterocyclyl or carbocyclyl, wherein:

the heterocyclyl and carbocyclyl optionally are substituted with up to 3 independently selected R^x substituents, or

A¹ and A² are independently selected from the group consisting of hydrogen, alkyl, alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkenyl, carbocyclylalkynyl, carbocyclcyloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylalkylthio, carbocyclylthioalkyl, carbocyclylalkylthioalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkenyl, heterocyclylalkynyl, heterocyclcyloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylalkylthio, heterocyclylthioalkyl, and heterocyclylalkylthioalkyl, wherein:

any member of such group optionally is substituted with up to 3 independently selected R^x substituents; and

each R^x is independently selected from the group consisting of halogen, cyano, hydroxy, nitro, nitroso, oxo, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, alkoxyalkoxy, R^aR^a-oxyalkyl, alkenyloxy, alkynyloxy, alkylthio, alkylsulfonyl, R^aR^a-amino, R^aR^a-aminoalkyl, R^aR^a-aminoalkoxy, R^aR^a-aminoalkyl(R^a)amino, R^aR^a-aminosulfonyl, carbocyclyl, carbocyclylalkyl, carbocyclcyloxy, carbocyclcyloxyalkoxy, carbocyclylthio, carbocyclylsulfonyl, heterocyclyl, heterocyclylalkyl, heterocyclcyloxy, heterocyclcyloxyalkoxy, heterocyclylthio, and heterocyclylsulfonyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

5 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

 the amino optionally is substituted with up to 2 independently selected alkyl; and

10 Y is selected from the group consisting of nitrogen and carbon bonded to hydrogen; and

$-E^1-E^2$ is selected from the group consisting of $-O-$, $-C(O)-$, $-C(O)-O-$, $-O-C(O)-$, $-N(R^a)-$, $-C(O)-N(R^a)-$, $-N(R^a)-C(O)-$, $-C(O)-N(R^a)-N(R^a)-C(O)-$, $-S-$, $-S(O)-$, $-S(O)_2-$, $-N(R^a)-S(O)_2-$, $-S(O)_2-N(R^a)-$, $-O-S(O)_2-$, $-S(O)_2-O-$, $-C(NH)-$, $-C(NOH)-$, and alkyl,

15 wherein:

 the alkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, amino, mono-alkylamino, di-alkylamino, nitro, nitroso, alkyl, alkoxy, alkoxyalkyl, and alkylthio, wherein:

 any member of such group optionally is substituted with one or
20 more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino; and

E^3 comprises at least 5 carbon atoms and is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxyalkyl, alkoxyalkoxyalkyl, alkylthioalkyl,
25 alkylthioalkylthioalkyl, alkylthioalkoxyalkyl, alkoxyalkylthioalkyl, and aminoalkyl, wherein:

 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino (optionally
30 substituted with up to two substituents independently selected from alkyl and

carbocyclalkyl), alkyl, alkoxy, alkylthio, carbocycl, and carbocyclalkyl,
wherein:

any member of such group optionally is substituted with one or
more substituents independently selected from the group consisting of
5 halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo,
imino, aminocarbonyl, and amino; and

each R^a is independently selected from the group consisting of hydrogen, hydroxy,
alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl,
alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocycl,
10 carbocyclalkyl, carbocycloxyalkyl, carbocyclalkoxyalkyl, carbocyclthioalkyl,
carbocyclthioalkenyl, carbocyclsulfoxidoalkyl, carbocyclsulfonyl,
carbocyclsulfonylalkyl, heterocycl, heterocyclalkyl, heterocycloxyalkyl,
heterocyclalkoxyalkyl, heterocyclthioalkyl, heterocyclsulfoxidoalkyl,
heterocyclsulfonyl, heterocyclsulfonylalkyl, aminoalkyl, aminosulfonyl,
15 aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein any member of such group
optionally is substituted:

on any carbon atom(s) capable of such substitution with one or more
substituents independently selected from the group consisting of halogen, hydroxy,
cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino, and

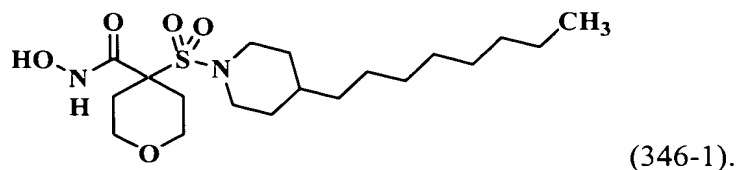
20 on any amino nitrogen atom with up to 2 substituents independently
selected from the group consisting of alkyl, alkylcarbonyl, carbocycl, and
carbocyclalkyl.

343. A compound or salt thereof according to claim 342, wherein E³ is C₆-C₁₂-
25 alkyl.

344. A compound or salt thereof according to claim 342, wherein -E¹-E² is alkyl.

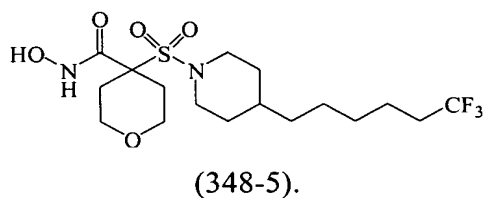
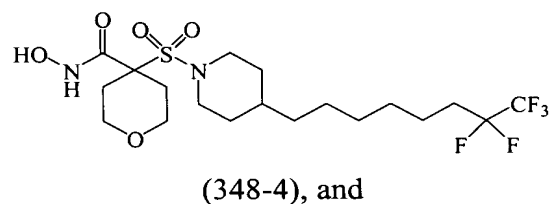
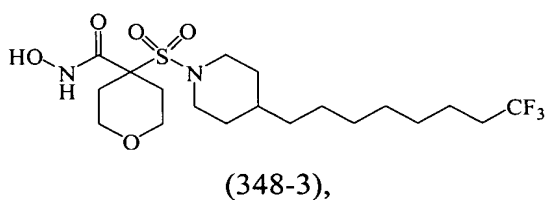
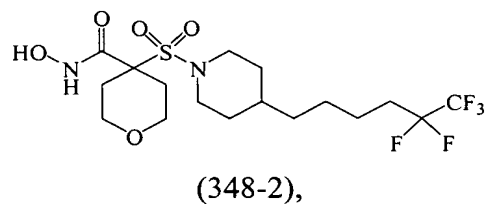
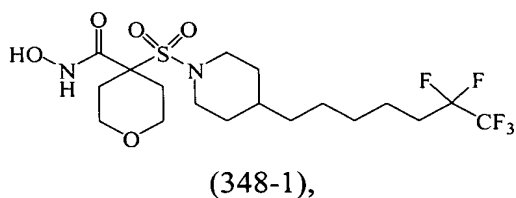
345. A compound or salt thereof according to claim 344, wherein -E¹-E² is
30 methyl.

346. A compound or salt thereof according to claim 345, wherein the compound corresponds in structure to the following formula:



5 347. A compound or salt thereof according to claim 344, wherein E³ is alkyl partially substituted with halogen.

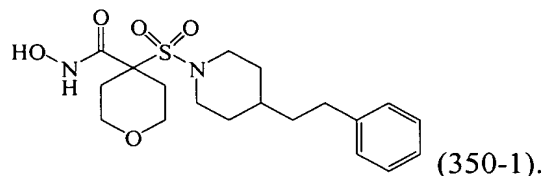
348. A compound or salt thereof according to claim 347, wherein the compound corresponds in structure to a formula selected from the group consisting of the following:



10

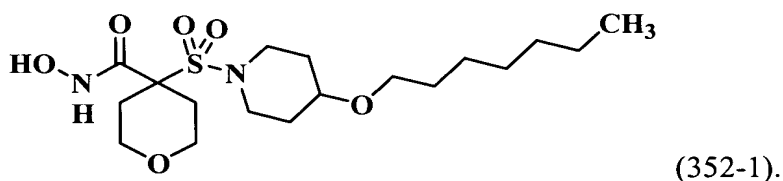
349. A compound or salt thereof according to claim 351, wherein E³ is carbocyclalkyl.

350. A compound or salt thereof according to claim 349, wherein the compound corresponds in structure to the following formula:



5 351. A compound or salt thereof according to claim 342, wherein -E¹-E² is -O-.

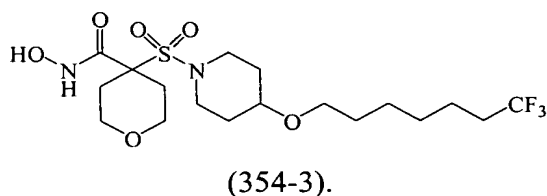
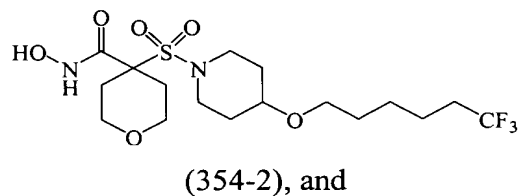
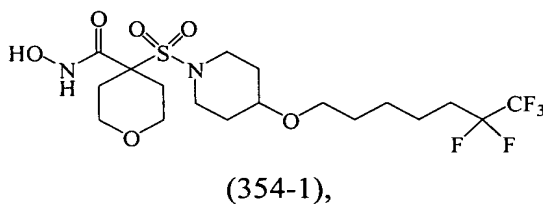
352. A compound or salt thereof according to claim 351, wherein the compound corresponds in structure to the following formula:



10

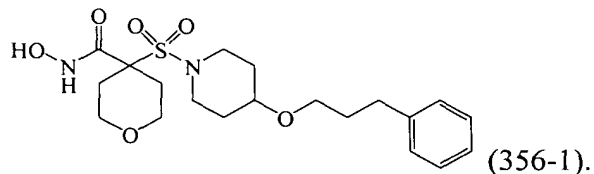
353. A compound or salt thereof according to claim 351, wherein E³ is alkyl partially substituted with halogen.

15 354. A compound or salt thereof according to claim 353, wherein the compound corresponds in structure to a formula selected from the group consisting of the following:



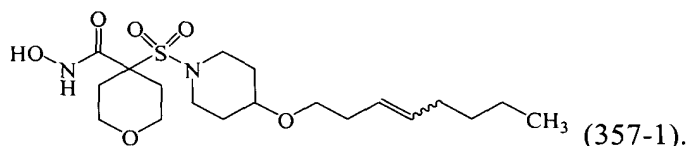
355. A compound or salt thereof according to claim 351, wherein E³ is selected from the group consisting of alkyl, alkenyl, alkoxyalkyl, and carbocyclalkyl.

356. A compound or salt thereof according to claim 355, wherein the compound corresponds in structure to the following formula:



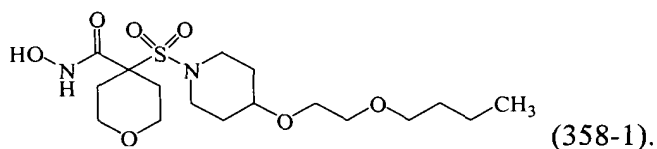
5

357. A compound or salt thereof according to claim 355, wherein the compound corresponds in structure to the following formula:



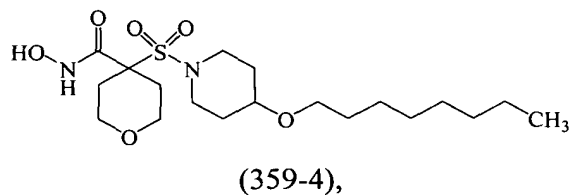
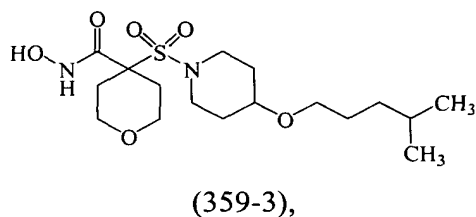
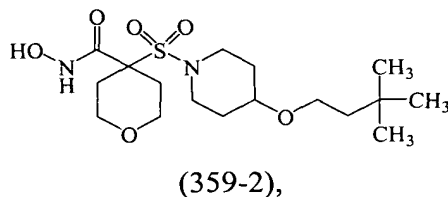
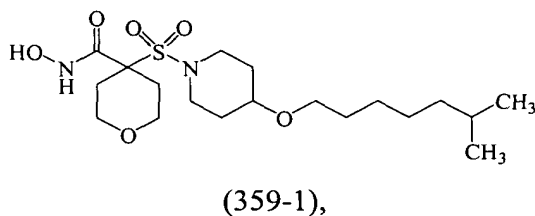
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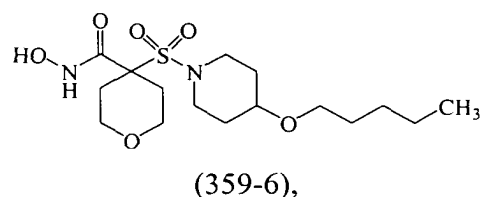
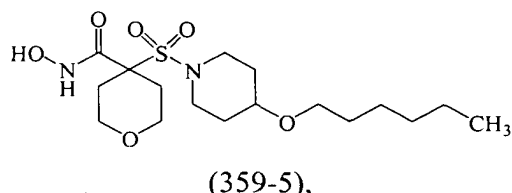
358. A compound or salt thereof according to claim 355, wherein the compound corresponds in structure to the following formula:



15

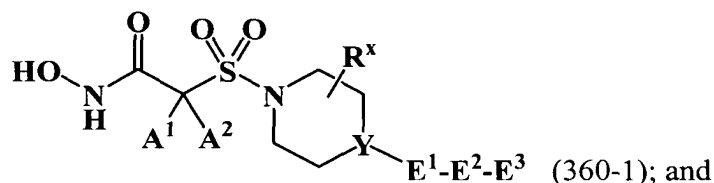
359. A compound or salt thereof according to claim 355, wherein the compound corresponds in structure to a formula selected from the group consisting of the following:





360. A compound or a salt thereof, wherein:

the compound corresponds in structure to the following formula:



5 as to A¹ and A²:

A¹ and A², together with the carbon to which they are bonded, form heterocyclyl or carbocyclyl, wherein:

the heterocyclyl and carbocyclyl optionally are substituted with up to 3 independently selected R^x substituents, or

10 A¹ and A² are independently selected from the group consisting of hydrogen, alkyl, alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkenyl, carbocyclylalkynyl, carbocyclyoxyalkyl, carbocyclylalkoxyalkyl, carbocyclylalkylthio, carbocyclylthioalkyl, carbocyclylalkylthioalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkenyl, heterocyclylalkynyl, heterocyclyoxyalkyl, heterocyclylalkoxyalkyl, heterocyclylalkylthio, heterocyclylthioalkyl, and heterocyclylalkylthioalkyl, wherein:

any member of such group optionally is substituted with up to 3 independently selected R^x substituents; and

20 each R^x is independently selected from the group consisting of halogen, cyano, hydroxy, nitro, nitroso, oxo, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, alkoxyalkoxy, R^a-oxyalkyl, alkenyloxy, alkynyloxy, alkylthio, alkylsulfonyl, R^aR^a-amino, R^aR^a-aminoalkyl, R^aR^a-aminoalkoxy, R^aR^a-aminoalkyl(R^a)amino, R^aR^a-aminosulfonyl,

carbocyclyl, carbocyclylalkyl, carbocycloxy, carbocycloxyalkoxy, carbocyclthio, carbocyclsulfonyl, heterocyclyl, heterocyclalkyl, heterocycloxy, heterocycloxyalkoxy, heterocyclthio, and heterocyclsulfonyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

the amino optionally is substituted with up to 2 independently selected alkyl; and

Y is selected from the group consisting of:

nitrogen, and

carbon bonded to hydrogen, and

carbon bonded to R^x; and

E¹ is -E^{1A}-E^{1B}; and

E^{1A} is selected from the group consisting of -O-, -C(O)-, -C(O)-O-, -O-C(O)-, -N(R^a)-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -C(O)-N(R^a)-N(R^a)-C(O)-, -S-, -S(O)-, -S(O)₂-, -N(R^a)-S(O)₂-, -S(O)₂-N(R^a)-, -O-S(O)₂-, -S(O)₂-O-, -C(NH)-, -C(NOH)-, and a bond; and

E^{1B} is heterocyclalkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, amino, mono-alkylamino, di-alkylamino, nitro, nitroso, alkyl, alkoxy, alkoxyalkyl, and alkylthio, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino; and

E² is selected from the group consisting of -O-, -C(O)-, -C(O)-O-, -O-C(O)-, -N(R^a)-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -C(O)-N(R^a)-N(R^a)-C(O)-, -S-, -S(O)-, -S(O)₂-,

-N(R^a)-S(O)₂-, -S(O)₂-N(R^a)-, -O-S(O)₂-, -S(O)₂-O-, -C(NH)-, -C(NOH)-, and a bond;
and

E³ is selected from the group consisting of halogen, cyano, alkyl, alkenyl, alkynyl, alkoxyalkyl, alkoxyalkoxyalkyl, alkylthioalkyl, alkylthioalkylthioalkyl, alkylthioalkoxyalkyl, alkoxyalkylthioalkyl, aminoalkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, hydroxyimino, amino (optionally substituted with up to two substituents independently selected from alkyl and carbocyclylalkyl), alkyl, alkoxy, alkylthio, carbocyclyl, and carbocyclylalkyl, wherein:

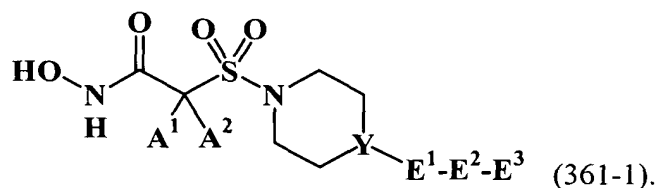
any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

each R^a is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl, carbocyclylalkyl, carbocycloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl, carbocyclylsulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocycloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonyl, heterocyclylsulfonylalkyl, aminoalkyl, aminosulfonyl, aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein any member of such group optionally is substituted:

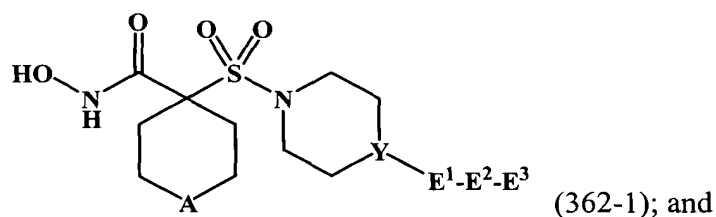
on any carbon atom(s) capable of such substitution with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, and imino, and

on any amino nitrogen atom with up to 2 substituents independently selected from the group consisting of alkyl, alkylcarbonyl, carbocyclyl, and carbocyclylalkyl.

- 5 361. A compound or salt thereof according to claim 360, wherein the compound corresponds in structure to the following formula:



- 10 362. A compound or salt thereof according to claim 361, wherein:
the compound corresponds in structure to the following formula:



A is selected from the group consisting of -O-, -N(H)-, -N(R^x)-, -S-, -S(O)-, and -S(O)₂-; and

- 15 R^x is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, R^a-oxyalkyl, alkylsulfonyl, R^aR^a-aminoalkyl, carbocyclyl, carbocyclylalkyl, carbocyclylsulfonyl, heterocyclyl, heterocyclylalkyl, and heterocyclylsulfonyl, wherein:

- 20 any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

the amino optionally is substituted with up to 2 independently
selected alkyl.

363. A compound or salt thereof according to claim 362, wherein E¹ is selected
5 from the group consisting of pyrazinyl-C₂-C₆-alkyl, pyrimidyl-C₂-C₆-alkyl, pyridazinyl-
C₂-C₆-alkyl, furanyl-C₂-C₆-alkyl, thienyl-C₂-C₆-alkyl, pyrrolyl-C₂-C₆-alkyl, imidazolyl-
C₂-C₆-alkyl, pyrazolyl-C₂-C₆-alkyl, triazolyl-C₂-C₆-alkyl, oxazolyl-C₂-C₆-alkyl,
isoxazolyl-C₂-C₆-alkyl, thiazolyl-C₂-C₆-alkyl, isothiazolyl-C₂-C₆-alkyl, thiodiazolyl-C₂-
C₆-alkyl, oxathiazolyl-C₂-C₆-alkyl, oxadiazolyl-C₂-C₆-alkyl, oxathioly-C₂-C₆-alkyl,
10 pyranyl-C₂-C₆-alkyl, pyridinyl-C₂-C₆-alkyl, triazinyl-C₂-C₆-alkyl, tetrazolyl-C₂-C₆-alkyl,
oxazinyl-C₂-C₆-alkyl, azepinyl-C₂-C₆-alkyl, diazepinyl-C₂-C₆-alkyl, pyrazinyl-C₁-C₅-
alkoxy, pyrimidyl-C₁-C₅-alkoxy, pyridazinyl-C₁-C₅-alkoxy, furanyl-C₁-C₅-alkoxy, thienyl-
C₁-C₅-alkoxy, pyrrolyl-C₁-C₅-alkoxy, imidazolyl-C₁-C₅-alkoxy, pyrazolyl-C₁-C₅-alkoxy,
triazolyl-C₁-C₅-alkoxy, oxazolyl-C₁-C₅-alkoxy, isoxazolyl-C₁-C₅-alkoxy, thiazolyl-C₁-C₅-
15 alkoxy, isothiazolyl-C₁-C₅-alkoxy, thiodiazolyl-C₁-C₅-alkoxy, oxathiazolyl-C₁-C₅-alkoxy
oxadiazolyl-C₁-C₅-alkoxy, oxathioly-C₁-C₅-alkoxy, pyranyl-C₁-C₅-alkoxy, pyridinyl-C₁-
C₅-alkoxy triazinyl-C₁-C₅-alkoxy, tetrazolyl-C₁-C₅-alkoxy, oxazinyl-C₁-C₅-alkoxy,
azepinyl-C₁-C₅-alkoxy, and diazepinyl-C₁-C₅-alkoxy, wherein:

each such substituent is optionally substituted with one or more substituents
20 independently selected from the group consisting of halogen, hydroxy, amino,
mono-alkylamino, di-alkylamino, nitro, nitroso, alkyl, alkoxy, alkoxyalkyl, and
alkylthio, wherein:

any member of such group optionally is substituted with one or
more substituents independently selected from the group consisting of
25 halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, thioxo, and
imino.

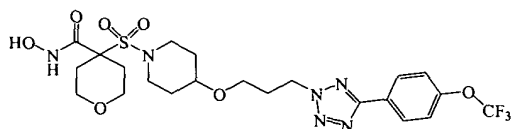
364. A compound or salt thereof according to claim 363, wherein E¹ is selected
from the group consisting of pyrazinyl-C₃-C₄-alkyl, pyrimidinyl-C₃-C₄-alkyl, pyridazinyl-
30 C₃-C₄-alkyl, furanyl-C₃-C₄-alkyl, thienyl-C₃-C₄-alkyl, pyrrolyl-C₃-C₄-alkyl, imidazolyl-
C₃-C₄-alkyl, pyrazolyl-C₃-C₄-alkyl, triazolyl-C₃-C₄-alkyl, oxazolyl-C₃-C₄-alkyl,

isoxazolyl-C₃-C₄-alkyl, thiazolyl-C₃-C₄-alkyl, isothiazolyl-C₃-C₄-alkyl, thiodiazolyl-C₃-C₄-alkyl, oxathiazolyl-C₃-C₄-alkyl, oxadiazolyl-C₃-C₄-alkyl, oxathioly-C₃-C₄-alkyl, pyranyl-C₃-C₄-alkyl, pyridinyl-C₃-C₄-alkyl, triazinyl-C₃-C₄-alkyl, tetrazolyl-C₃-C₄-alkyl, oxazinyl-C₃-C₄-alkyl, azepinyl-C₃-C₄-alkyl, diazepinyl-C₃-C₄-alkyl, pyrazinyl-C₂-C₃-alkoxy, pyrimidinyl-C₂-C₃-alkoxy, pyridazinyl-C₂-C₃-alkoxy, furanyl-C₂-C₃-alkoxy, thienyl-C₂-C₃-alkoxy pyrrolyl-C₂-C₃-alkoxy, imidazolyl-C₂-C₃-alkoxy, pyrazolyl-C₂-C₃-alkoxy, triazolyl-C₂-C₃-alkoxy, oxazolyl-C₂-C₃-alkoxy, isoxazolyl-C₂-C₃-alkoxy, thiazolyl-C₂-C₃-alkoxy, isothiazolyl-C₂-C₃-alkoxy, thiodiazolyl-C₂-C₃-alkoxy, oxathiazolyl-C₂-C₃-alkoxy, oxadiazolyl-C₂-C₃-alkoxy, oxathioly-C₂-C₃-alkoxy, pyranyl-C₂-C₃-alkoxy, pyridinyl-C₂-C₃-alkoxy, triazinyl-C₂-C₃-alkoxy, tetrazolyl-C₂-C₃-alkoxy, oxazinyl-C₂-C₃-alkoxy, azepinyl-C₂-C₃-alkoxy, and diazepinyl-C₂-C₃-alkoxy.

365. A compound or salt thereof according to claim 363, wherein E² is a bond.

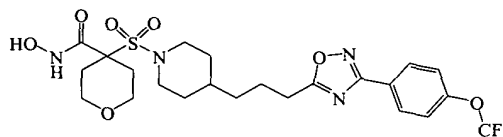
366. A compound or salt thereof according to claim 365, wherein E¹ is selected from the group consisting of oxadiazolyl-C₃-C₄-alkyl, tetrazolyl-C₃-C₄-alkyl, oxadiazolyl-C₂-C₃-alkoxy, and tetrazolyl-C₂-C₃-alkoxy.

367. A compound or salt thereof according to claim 366, wherein the compound corresponds in structure to a formula selected from the group consisting of the following:



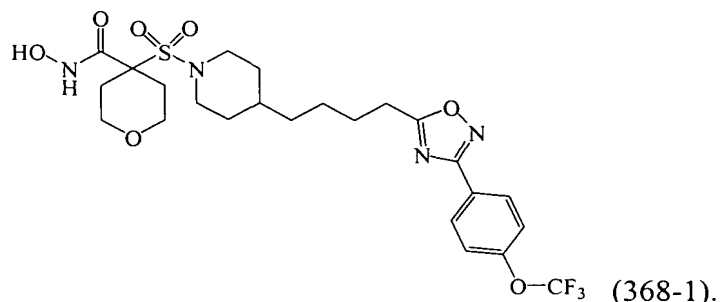
(367-1)

and



(367-2).

368. A compound or salt thereof according to claim 366, wherein the compound corresponds in structure to the following formula:



369. A method for treating a condition associated with pathological matrix metalloprotease activity in a mammal, wherein:

5 the method comprises administering a compound or a pharmaceutically acceptable salt thereof in a therapeutically-effective amount to the mammal; and

the compound is selected from the group of compounds recited in claims 1, 43, 95, 126, 139, 149, 154, 171, 209, 223, 227, 232, 235, 239, 243, 248, 269, 278, 280, 287, 289, 293, 298, 302, 307, 339, 342, and 360.

10 370. A method for treating a pathological condition associated with pathological TNF- α convertase activity in a mammal, wherein:

the method comprises administering a compound or a pharmaceutically acceptable salt thereof in a therapeutically-effective amount to the mammal; and

15 the compound is selected from the group of compounds recited in claims 1, 43, 95, 126, 139, 149, 154, 171, 209, 223, 227, 232, 235, 239, 243, 248, 269, 278, 280, 287, 289, 293, 298, 302, 307, 339, 342, and 360.

20 371. A method for treating a pathological condition associated with pathological aggrecanase activity in a mammal, wherein:

the method comprises administering a compound or a pharmaceutically acceptable salt thereof in a therapeutically-effective amount to the mammal; and

25 the compound is selected from the group of compounds recited in claims 1, 43, 95, 126, 139, 149, 154, 171, 209, 223, 227, 232, 235, 239, 243, 248, 269, 278, 280, 287, 289, 293, 298, 302, 307, 339, 342, and 360.

372. A method for treating a pathological condition in a mammal, wherein:
the method comprises administering a compound or a pharmaceutically acceptable
salt thereof in a therapeutically-effective amount to the mammal; and

5 the compound is selected from the group of compounds recited in claims 1, 43, 95,
126, 139, 149, 154, 171, 209, 223, 227, 232, 235, 239, 243, 248, 269, 278, 280, 287, 289,
293, 298, 302, 307, 339, 342, and 360; and

the pathological condition is selected from the group consisting of tissue
destruction, a fibrotic disease, matrix weakening, defective injury repair, a cardiovascular
10 disease, a pulmonary disease, a kidney disease, a liver disease, an ophthalmologic disease,
and a central nervous system disease.

373. A method for treating a pathological condition in a mammal, wherein:
the method comprises administering a compound or a pharmaceutically acceptable
15 salt thereof in a therapeutically-effective amount to the mammal; and

the compound is selected from the group of compounds recited in claims 1, 43, 95,
126, 139, 149, 154, 171, 209, 223, 227, 232, 235, 239, 243, 248, 269, 278, 280, 287, 289,
293, 298, 302, 307, 339, 342, and 360; and

the pathological condition is selected from the group consisting of osteoarthritis,
20 rheumatoid arthritis, septic arthritis, tumor invasion, tumor metastasis, tumor
angiogenesis, a decubitis ulcer, a gastric ulcer, a corneal ulcer, periodontal disease, liver
cirrhosis, fibrotic lung disease, otosclerosis, atherosclerosis, multiple sclerosis, dilated
cardiomyopathy, epidermal ulceration, epidermolysis bullosa, aortic aneurysm, defective
injury repair, an adhesion, scarring, congestive heart failure, post myocardial infarction,
25 coronary thrombosis, emphysema, proteinuria, Alzheimer's disease, bone disease, and
chronic obstructive pulmonary disease.

374. A pharmaceutical composition comprising a therapeutically-effective
amount of a compound or a pharmaceutically-acceptable salt thereof, wherein the
30 compound is selected from the group of compounds recited in claims 1, 43, 95, 126, 139,

149, 154, 171, 209, 223, 227, 232, 235, 239, 243, 248, 269, 278, 280, 287, 289, 293, 298,
302, 307, 339, 342, and 360.